

P97000027998

Mr. Terry Hughes  
3552 Little Pine Lane  
Lake Worth, Florida 33467  
Telephone: (561) 439-0516

March 17, 1997

Secretary of State  
Division of Corporations  
5050 E. Gaines Avenue  
Tallahassee, Florida 32301

200002121532--0  
-03/24/97-01081--0003  
\*\*\*\*122.50 \*\*\*\*122.50

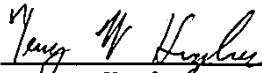
Re: Hughes Who, Inc.

Dear Madam or Sir:

Enclosed please find the Articles of Incorporation for Hughes Who, Inc., together with my check in the amount of \$122.50 for filing of the same and one certified copy.

In the event questions should arise, please feel free to contact me.

Very truly yours,

  
Terry Hughes, President

encls: check # 4471

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
97 MAR 24 PM 3:11

9/3/27/97

FILED  
SECRETARY OF STATE  
CORPORATIONS

97 MAR 26 PM 3:12

ARTICLES OF INCORPORATION

OF

HUGHES WHO, INC.

I, the undersigned, hereby file these Articles of Incorporation for the purpose of becoming a corporation under and pursuant to the laws of the State of Florida providing for the formation, liability, rights, privileges and immunities of a corporation for profit, and for that purpose I hereby certify, declare and set forth as follows, to wit:

ARTICLES I

NAME

The name of this corporation shall be:

HUGHES WHO, INC.

ARTICLE II

GENERAL NATURE OF BUSINESS

The general nature, object and purpose is to do and transact all lawful business.

ARTICLE III

CAPITAL STOCK

The capital stock of this corporation shall be 1000 shares at \$1.00 par value, which shall be designated "Common Shares."

ARTICLE IV

VOTING RIGHTS

Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding common shares of stock.

ARTICLE V

CORPORATE EXISTENCE

This corporation shall exist perpetually unless sooner dissolved according to law.

ARTICLE VI

PRINCIPAL PLACE OF BUSINESS

The principal place of business of said corporation shall be:

3552 Little Pine Lane  
Lake Worth, Florida 33467

with privilege of having branch offices at other places within or outside the State of Florida.

ARTICLE VII

REGISTERED OFFICE AND REGISTERED AGENT

The name of the registered agent and the street address of the initial registered office of the corporation is:

TERRY HUGHES  
3552 Little Pine Lane  
Lake Worth, Florida 33467

ARTICLE VIII

OFFICERS AND DIRECTORS

The name and address of the initial officers and directors who shall hold office for the first year of the corporation's existence or until his/her successors are elected:

TERRY HUGHES, President  
3552 Little Pine Lane  
Lake Worth, Florida 33467

GARY GRAY, Vice President  
3552 Little Pine Lane  
Lake Worth, Florida 33467

AMANDA GRAY, Secretary  
3552 Little Pine Lane  
Lake Worth, Florida 33467

SHARON HUGHES, Treasurer  
3552 Little Pine Lane  
Lake Worth, Florida 33467

The corporation at all times shall have at least one director. No person shall be required to own, hold or control stock in the corporation as a condition precedent to holding office in the corporation.

#### ARTICLE IX

##### INCORPORATORS

The name and address of the person signing these articles is:

TERRY HUGHES  
3552 Little Pine Lane  
Lake Worth, Florida 33467

#### ARTICLE X

##### BYLAWS

The power to adopt, alter, amend or repeal shall be vested in the board of directors and shareholders.

#### ARTICLE XI

Every shareholder, upon the sale for cash of a new stock of this corporation of the same kind, class series as that which he/she already holds, shall have the right to purchase his prorata shares thereof (as nearly as may be done without issuance of fractional shares at the price at which it is offered to others.

#### ARTICLE XII

This corporation reserves the right to amend, alter, change or repeal any provisions contained in these articles of incorporation in the manner now or hereafter prescribed by statute.

Directors of this corporation shall have the power to make or amend the bylaws and to fix any amount to be reserved for working capital.

The private property of the shareholders shall not be subject to the payment of the corporate debts to any extent whatsoever. The corporation shall have first lien on the shares of its members

and upon the dividends due them for any indebtedness of such members to the corporation.

IN WITNESS WHEREOF, the undersigned, being the original incorporators to the Articles of Incorporation herein, for the purpose of forming a corporation to do business both within and outside the State of Florida, under the laws of Florida, do and make file these Articles, hereby declaring and certifying that the facts herein stated are true, this 13th day of March, 1997.

Terry Hughes  
TERRY HUGHES, President

In the presence of:

Sharon Hughes  
Amanda S. Gray

STATE OF FLORIDA

COUNTY OF PALM BEACH

BEFORE ME, the undersigned Notary Public, duly authorized in the State and County aforementioned to take acknowledgements and administer oaths, personally known to me or presented I.D. in the form of \_\_\_\_\_ executed the foregoing instrument and who under oath acknowledged to me and before me that he/she executed same.

WITNESS my hand and official seal in the County and State last aforementioned the 13th day of March, 1997.

Robin D Kenn  
Notary Public

My commission expires:

Seal



ROBIN D KENN  
My Commission CC469829  
Expires Aug. 20, 1999

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE  
SERVICE PROCESS WITHIN THE STATE OF FLORIDA, NAMING AGENT UPON WHOM  
PROCESS MAY BE SERVED:

In pursuance of Chapter 48.091, Florida Statutes, the following is  
submitted in compliance with said act:

First, that HUGHES WHO, INC., desiring to organize under the laws  
of the States of Florida with its principal office at 3552 Little  
Pine Lane, Lake Worth, Florida 33467, County of Palm Beach, State  
of Florida has named:

TERRY HUGHES

as its agent to accept service of process within this state.

ACKNOWLEDGEMENT

Having been named to accept service of process for the above stated  
corporation, at place designated in this certificate, I hereby  
accept to act in the capacity and agree to comply with the  
provision of said act relative to keeping open said office.

x Terry W. Hughes  
Registered Agent

97 MAR 26 PM 3:12  
CLERK OF COURT  
JUDICIAL CIRCUIT IN AND FOR  
THE COUNTY OF PALM BEACH  
FLORIDA