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JOHN CHARLES HEekin

ATTORNEY AT LAW

21202 OLEAN BLVD., SUITE C-2
PORT CHARLOTTE, FLORIDA 33952
PHONE (941) 627-0333

March 13, 1997

Corporate Records Bureau
Division of Corporations
Department of State
P.O. Box 6327
Tallahassee, FL 32301

100002125531--9
-03/27/97--01017--002
****122.50 ****122.50

Re: Harbour Arms Development Corp.

Gentlemen:

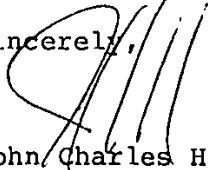
Enclosed for filing are the original and one copy of the
Articles of Incorporation of Harbour Arms Development Corp.

Also enclosed is my check in the amount of \$122.50 to
cover the cost of filing and one certified copy.

Please return the certified copy to the undersigned at
the above address.

Thank you for your time and attention.

Sincerely,


John Charles Heekin
/rjc

Enclosures

FILED
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TALLAHASSEE, FLORIDA

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STATE OF FLORIDA

ARTICLES OF INCORPORATION

OF

HARBOUR ARMS DEVELOPMENT CORP.

The undersigned subscribed, OLENA BORYSENKO, a natural person competent to contract, for the purpose of forming a corporation under the laws of the State of Florida, adopts the following Articles of Incorporation for such corporation:

ARTICLE ONE. Name.

The name of the corporation is HARBOUR ARMS DEVELOPMENT CORP. The business address of the corporation is 24540 Harborview Road, #C-1, Charlotte Harbor, FL 33980.

ARTICLE TWO. Nature of Business.

The general business to be transacted by this corporation is as follows:

1. To establish, purchase, lease as lessee, or otherwise acquire, to own, operate, and maintain, and to sell, mortgage, deed in trust, lease as lessor, and otherwise dispose of retail stores or departments therein; to buy, sell, trade, manufacture, deal in, and deal with goods, wares, and merchandise of every kind and nature, and to carry on such business as wholesaler, retailer, importer, and exporter; to acquire all such merchandise, supplies, materials, and other articles that shall be necessary or incidental to such business; and to have any and all powers above set forth as fully as a natural person, whether as principal, agent, trustee, or otherwise.

2. To purchase, to receive by way of gift, subscribe for, invest in and in all other ways, acquire, import, lease, possess, maintain, handle on consignment, own, hold for investment or otherwise, enjoy, exercise, operate, manage, conduct, perform, make, borrow, guarantee, contract in respect of, trade and deal in, sell, exchange, let, lend, export, mortgage, pledge, deed in trust, hypothecate, encumber, transfer, assign and in all ways dispose of, design, develop, invent, improve, equip, repair, alter, fabricate, assemble, build, construct, operate, manufacture, plant, cultivate, produce, market, and in all ways deal in and with property of every kind and character, real, personal or mixed, tangible or intangible, wherever situated and however held, including, but not limited to, money, credit, choses in action, securities, stocks, bonds, warrants, script, certificates, debentures, mortgages, notes, commercial paper and other obligations and evidences of interest in or indebtedness of any person, firm or corporation, foreign or domestic, or of any government or subdivision or agency thereof, documents of title, and accompanying rights, and every other kind and character of personal property, real property, and the products and avails

ARTICLE THREE. Capital stock.

The total number of shares of stock which the corporation shall have the authority to issue is 100, which shall be common stock at a par value of \$.10 each.

No stock of this corporation shall be issued or transferred to any person who is not an officer or director of this corporation, except with the consent of the Board of Directors evidenced by a resolution duly passed at a regular meeting of the Board, or at a special meeting called for that purpose. Every shareholder who desires to sell his stock, and any shareholder who for any reason shall cease to be an officer or director, his personal representatives, legatees, or assigns, shall be required to offer in writing to sell to the Board of Directors the number of shares of the capital stock held by him, and at a price per share to be determined by the mutual agreement of the shareholder wishing to sell, his personal representatives, legatees, or assigns, and the Board of Directors; but in the event that the shareholder wishes to sell, his personal representatives, legatees, or assigns, and the Board of Directors are unable to agree on the price per share, the determination of the price per share shall be referred to the decision of three disinterested persons, one to be chosen by the shareholder wishing to sell, his personal representatives, legatees, or assigns, one to be chosen by the Board of Directors, exclusive of the shareholder wishing to sell, his personal representatives, legatees, or assigns, and the third by the two arbitrators so chosen; and if either the shareholder wishing to sell, his personal representatives, legatees, or assigns, or the Board of Directors exclusive of the shareholder wishing to sell, his personal representative, legatees, or assigns, shall for more than sixty days neglect or refuse to choose an arbitrator after a dispute as to the price per share has arisen, then the other shall choose two disinterested persons, and they shall choose a third; and the determination of any two of the three arbitrators so chosen shall be final and binding as to the price per share for the sale then occurring, but not for subsequent sales. Upon determination of the price per share in accordance with the procedure outlined in this paragraph, the shareholder wishing to sell, his personal representatives, legatees, or assigns, shall immediately, on the payment or tender to him in cash of such price per share, transfer and assign the shares of stock held to the person or persons designated by the Board of Directors.

ARTICLE FOUR. Term of existence.

This corporation is to exist perpetually.

ARTICLE FIVE. Registered office.

The initial registered office of the corporation shall be located at 21202 Olean Blvd., Suite C-2, Port Charlotte, Florida 33952 and the initial registered agent shall be John Charles Heekin.

The name and address of each member of the first Board of Directors, who shall hold office for the first year of existence of the corporation or until their successors are elected or appointed and have qualified, is as follows:

<u>Name</u>	<u>Address</u>
Olena Borysenko	24540 Harborview Rd. #C-1 Charlotte Harbor, FL 33980

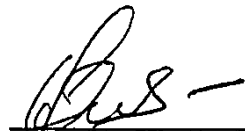
ARTICLE SEVEN. Subscribers.

The name and address of each subscriber is as follows:

<u>Name</u>	<u>Address</u>
Olena Borysenko	24540 Harborview Rd. #C-1 Charlotte Harbor, FL 33980

ARTICLE EIGHT. Commencement.

This corporation shall begin its corporate existence on filing.



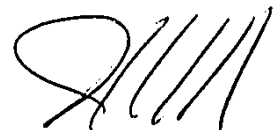
Olena Borysenko

State of Florida
County of Charlotte

Before me personally appeared Olena Borysenko to me personally known or who produced Passport as identification, known to me to be the person described in and who executed the foregoing instrument, and acknowledged before me that she executed said instrument for the purposes herein expressed and who did take an oath

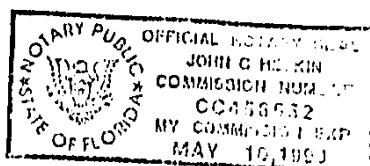
WITNESS my hand and official seal, this 20 day of March, 1997.

My commission expires:



Notary Public -State of Florida
Print Name: _____

(Affix Seal)



FILED

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U.S. DEPARTMENT OF JUSTICE
FEDERAL BUREAU OF INVESTIGATION
PORT CHARLOTTE, FLORIDA

ACCEPTANCE

I, JOHN CHARLES HEEKIN, with offices at C-2, 21202 Olean Blvd., Port Charlotte, Florida 33952, hereby accept the foregoing designation as registered agent of HARBOUR ARMS DEVELOPMENT CORP.

Witness my hand and seal this 20th day of March, 1997.



John Charles Heekin