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K&M LEGAL SERVIC			
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NEW FILINGS	AMENDMEN	TC ESTATE OF	
		10 THE PROPERTY.	7000021324176
Profit	Amendment		-04/03/9701042010 ****122.50 ****122.50
NonProfit	Resignation of R.A	., Officer/ Director	*****!<2.50 ****122.50
Limited Liability	Change of Registe	red Agent	2
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OTHER FILINGS	REGISTRA	TION/	W/4/97
Annual Report	REGISTRA	ATION	60 4/4/91
Fictitious Name	Foreign		
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	Other	1	

Examiner's Initials



FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State

April 4, 1997

K&M LEGAL SERVICES 22752 PENNY LOOP LAND O'LAKES, FL 34639-4712

SUBJECT: HCM SERVICES CORP . Ref. Number: W97000007873

We have received your document for HCM SERVICES CORP . and check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The registered agent must sign accepting the designation.

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation"); and the registered agent's signature.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6878.

Terri Buckley Corporate Specialist

Letter Number: 197A00017025

CERTIFICATE OF INCORPORATION OF

HCM SERVICES CORP.

First. The name of this corporation is (Choice A)

A. HCM SERVICES CORP. B. MHC SERVICES CORP.

Second. Its registered office in the State of Florida is to be located at;

15311 Carrollton Lane, City of Tampa, County of Hillsborough, Zip - 33624

The registered agent in charge thereof is Joseph A. Borek, at same address. I hereby am familiar with and accept the duties, and responsibilities as registered agent for said corporation;

Joseph A. Borek - Registered Agent

Third. The nature of the business and the objects and purposes proposed to be transacted, promoted and carried on, are to do any or all the things herein mentioned, as fully and to the same extent as natural persons might or could do, and in any part of the world, viz:

"The purpose of the corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Florida."

Fourth. The amount of the total authorized capital stock of this corporation is One Thousand Five Hundred shares 1,500, of One Dollar \$1.00 Par Value.

Fifth. The name and mailing address of the incorporator is as follows:

Name: Address:

Kenneth McCarthy - 22752 Penny Loop, Land O'Lakes, FL 3463

Sixth. The powers of the incorporator are to terminate upon filing of the certificate of incorporation, and the name and mailing address of person who is to serve as director until the first annual meeting of stockholders or until their successors are elected and qualify are as follows:

Name and address of director(s)

A. Joseph A. Borek 15311 Carrollton Lane, Tampa, FL 33624 B. Maureen E. Borek 15311 Carrollton Lane, Tampa, FL 33624

Seventh. The Directors shall have power to make and to alter or amend the By-Laws; to fix the amount to be reserved as working capital, and to authorize and cause to be executed, mortgages and liens without limit as to the amount, upon the property and franchise of the corporation.

With the consent in writing, and pursuant to a vote of the holders of a majority of the capital stock issued and outstanding, the Directors shall have the authority to dispose, in any manner, of the whole property of this corporation.

The By-Laws shall determine whether and to what extent the accounts and books of this corporation, or any of them shall be open to the inspection of the stockholders; and no stockholder shall have any right of inspecting any account, or book or document of this Corporation, except as conferred by the law or the By-Laws, or by resolution of the stockholders.

The stockholders and directors shall have power to hold their meetings and keep the books, documents and papers of the Corporation outside of the State of Florida, at such places as may be from time to time designated by the By-Laws or by resolution of the stockholders or directors, except as otherwise required by the laws of Florida.

It is the intention that the objects, purposes and powers specified in the Third paragraph hereof shall, except where otherwise specified in said paragraph, be nowise limited or restricted by reference to or inference from the terms of any other clause or paragraph, in this certificate of incorporation, but that the objects, purposes and powers specified in the Third paragraph and in each of the clauses or paragraphs of this charter shall be regarded as independent objects, purposes and powers.

I, THE UNDERSIGNED, for the purpose of forming a Corporation under the laws of the State of Florida, do make, file and record this Certificate and to certify the facts herein are true; and I have accordingly hereunto set my hand.

Dated At: Tampa

State of: Florida

County of: HILLSBOROUGH

Kenneth McCarthy (incorporator)

Notary Public:

Commission Expires:

VALERIE K. MILLER

MY COMMISSION # CC 502466

EXPIRES: November 19, 1999

Bonded Thru Hotary Fubic Underwriters

This document prepared by: Address:

K&M LEGAL SERVICES 22752 PENNY LOOP, LAND O'LAKES, FL 34639 Tel(813)995-2631 - Fax(813)995-2631