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LAW OFFICES OF
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April 22, 1997

Secretary of State
State of Florida
Corporation Division
The Capital
Tallahassee, Florida 32301

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***122.50 ***122.50

RE: HUDGENS ENTERPRISES INC

Gentlemen:

Enclosed please find an original and one copy of the Articles of Incorporation of the above captioned corporation.

Also enclosed is our check in the sum of \$122.50 for the following: Charter Tax, Filing Fee, Certified Copy, Resident Agent Fee.

Please certify the enclosed copy of the Charter and return it to this office. Also, please advise us to when the Charter has been filed with your office.

Thank you for your cooperation.

Sincerely,



Sanford M. Reinstein, Esq.

SMR/sc
Enclosures

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97 APR 28 AM 11:13
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ML 4/30/97

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
HUDGENS ENTERPRISES INC.**

The undersigned subscribers to these Articles of Incorporation, natural persons competent to contract, hereby form a corporation for profit under the laws of the State of Florida.

ARTICLE I - NAME

The name of the corporation is **HUDGENS ENTERPRISES INC.**

ARTICLE II - NATURE OF BUSINESS

The general character, purpose and nature of business to be transacted by this corporation is to carry on in any capacity any business or trade deemed legal in the State of Florida.

ARTICLE III - CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any time is 100 shares of common stock, each share having a par value of \$1.00.

ARTICLE IV - INITIAL CAPITAL

The amount of the capital with which this corporation shall begin business is \$500.00.

ARTICLE V - TERM OF EXISTENCE

This corporation shall have perpetual existence.

ARTICLE VI - ADDRESS

The initial street address of the principal office of this corporation is to be at 12521 SW 10 Court, Davie, FL 33325. The Board of Directors may from time to time designate such other address and place for the principal offices of this corporation as it may see fit.

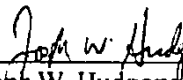
ARTICLE VII - REGISTERED AGENT

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

That **HUDGENS ENTERPRISES INC.**, desiring to organize under the laws of the State of Florida with its principal office as indicated in the Articles of Incorporation at the city of Davie, County of Broward, has named: Joseph W. Hudgens as its agent to accept service of process within this State at 12521 SW 10 Court, Davie, FL 33325

ACKNOWLEDGMENT

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


Joseph W. Hudgens
Registered Agent,
HUDGENS ENTERPRISES INC.

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLE VIII - DIRECTORS

The corporation shall have 1 director initially. The number of directors may be increased or diminished from time to time by the By-Laws, but shall never be less than one.

ARTICLE IX - INITIAL DIRECTOR

The name and address of the initial director who shall hold office until his successor is elected and has qualified is as follows:

Joseph W. Hudgens 12521 SW 10 Court, Davie, FL 33325

ARTICLE X - INCORPORATORS

The name and street address of the incorporator to these Articles of Incorporation is: Joseph W. Hudgens 12521 SW 10 Court, Davie, FL 33325

ARTICLE XI - EFFECTIVE DATE

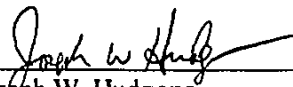
These Articles of Incorporation shall become effective upon acceptance by the Secretary of State.

ARTICLE XII - AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholders' meeting by a majority of the stockholders entitled

to vote thereon, manifesting their intention that a certain amendment to these Articles of Incorporation be made.

IN WITNESS WHEREOF, we have hereunto set our hands and seals,
acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of
Florida this 18 day of April, 1997

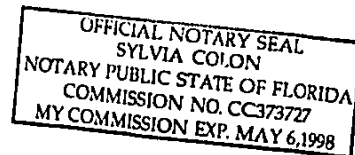

Joseph W. Hudgens

STATE OF FLORIDA
COUNTY OF DADE

BEFORE ME, the undersigned Notary Public, personally appeared Joseph W.
Hudgens , who is personally known to me and/or who provided identification of
_____ and who first being duly sworn, acknowledged that he executed the
foregoing Articles of Incorporation for the purposes therein expressed.

Witness my hand and seal this 18 day of April, 1997.


Notary Public



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SECRETARY OF STATE
TALLAHASSEE, FLORIDA