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TRANSMITTAL LETTER

97 JUL 31 AM 11:42

TALLAHASSEE, FLORIDA

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

600002253726--4
-07/31/97--01053--017
*****70.00 *****70.00

SUBJECT: HARTWELL MARKETING, INC.
(proposed corporate name)

Enclosed is an original and one (1) copy of the articles of incorporation and our check for \$ 70.00 .

FROM: DEVRY E. DEWAN
Name (printed or typed)
7006 ATLANTIC BLVD.
Address
JACKSONVILLE, FL 32211-8706
City, State, & Zip
(904) 725-2906
Telephone Number

Note: Please provide the original and one copy of the Articles.

PKT
8/1/97

ARTICLES OF INCORPORATION

OF

HARTWELL MARKETING, INC.

FILED

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ARTICLE I - NAME

TALLAHASSEE, FLORIDA

The name of this corporation is: HARTWELL MARKETING, INC.

ARTICLE II - DURATION

This corporation shall have perpetual existence commencing on the date of the filing of these Articles with the Department of State.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any and all lawful business, all in keeping with the laws of the State of Florida.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 100 shares of \$10.00 par value common stock which shall be designated "Common Stock."

ARTICLE V - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation shall have the right to purchase his prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI - INITIAL REGISTERED OFFICE, MAILING OFFICE,
AND REGISTERED AGENTS OFFICE

The street of the initial registered office, mailing office, and registered agent's office of this corporation is 7006 ATLANTIC BLVD., JACKSONVILLE, FLORIDA 32211-8706

The name of the initial registered agent of this corporation is RICHARD COBB

ARTICLE VII - INITIAL BOARD OF DIRECTORS

ARTICLE VIII - INCORPORATORS

NAME

RICHARD COBB

ADDRESS

7006 ATLANTIC BLVD.
JACKSONVILLE, FL 32211-8706

ARTICLE IX - INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE X - AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation this 1ST, day of AUGUST, 1997

Richard Cobb
SUBSCRIBER RICHARD COBB

SUBSCRIBER

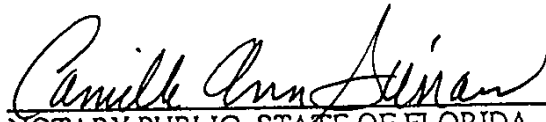
STATE OF FLORIDA

COUNTY OF DUVAL

BEFORE ME, a Notary Public authorized to take acknowledgements in the State and County set forth above, personally appeared RICHARD COBB

known to be and known by me to be the persons who executed the foregoing Articles of Incorporation, and they acknowledge before me that they executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County aforesaid, this 1st day of August, 1997.


NOTARY PUBLIC, STATE OF FLORIDA.
AT LARGE

OFFICIAL NOTARY SEAL
CAMILLE ANN GUINAN
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC 574634
MY COMMISSION EXP. AUG. 5, 2003

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

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED:

FIRST - That HARTWELL MARKETING, INC.

desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at the City of Jacksonville, State of Florida, has named RICHARD COBB

located at 7006 ATLANTIC BLVD. Jacksonville, Florida 32211-8706, as its agent to accept service of process within Florida.

SIGNATURE Richard Cobb
RICHARD COBB
TITLE: PRESIDENT
DATE: AUGUST 1, 1997

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE CAPTIONED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER PERFORMANCE OF MY DUTIES.

SIGNATURE Richard Cobb
REGISTERED AGENT
RICHARD COBB

DATE: AUGUST 1, 1997

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