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RANDOLPH TUCKER

ATTORNEY AT LAW

545 DeLANEY AVE., BUILDING 2
ORLANDO, FLORIDA 32801

(407) 895-9195

FAX (407) 872-0508

EFFECTIVE DATE

8/15/97

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-03/18/97--01041--017

****131.25 ****131.25

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

Subject: H and S Associates of Orlando, Inc

Enclosed is a check in the amount of \$ 131.25 as the filing fee and for a certified copy and certificate.

From:

Randolph Tucker
P.O. Box 1888
Orlando, Florida
32801
Phone: 407 872 1161

Enclosure: Original and one copy of the Article of Incorporation.

Randy Tucker

DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

97 AUG 18 AM 8:40

FILED

Randolph Tucker
GAVE
AUTHORIZATION BY PHONE TO
CORRECT *R.A. acceptance*
DATE *8/20/97*
BY *T.H.*
DOCS. EXAM. *407-872-1161*
alternate #

8/20/97

FILED

97 AUG 18 AM 8:41

DIVISION

TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF

HS AND ASSOCIATES,
OF ORLANDO, Inc.

EFFECTIVE DATE

8/15/97

In compliance with the requirements of F.S. Chapter 607, the undersigned, being a natural person, does hereby act as an incorporator in adopting and filing the following Articles of Incorporation for the purpose of organizing a business corporation.

ARTICLE I

The name of the corporation ("Corporation") is HS AND ASSOCIATES, OF Orlando, Inc.

ARTICLE II

The existence of the corporation shall begin on August 15, 1997

ARTICLE III

The street address of the principal office of the Corporation is 545 Delaney Ave, Building 2, Orlando, Florida 32801.

ARTICLE IV

The maximum number of shares this Corporation is authorized to issue is One Thousand, (1000) all of which shall be Common Shares. All Common Shares shall be identical with each other in every respect and the holders thereof shall be entitled to one vote for each share on all matters on which shareholders have the right to vote.

ARTICLE V

The initial street address of the Corporation's registered office is 545 Delaney Ave., Building 2, Orlando, Florida 32801 The initial registered agent for the Corporation at that address is Randolph Tucker.

ARTICLE VI

The initial board of directors shall consist of Three, (3) members. The names and address of the persons who will serve on the initial board of directors are:

Name
George L. Stuart

Address
545 Delaney Avenue, Orlando,
Florida 32801

Dale Grogan

1102 Elmwood Street, Orlando,
Florida 32801

Bob Hartnett

545 Delaney Ave., Orlando,
Florida 32801.

ARTICLE VII

The names and street addresses of the person signing these articles of incorporation is:

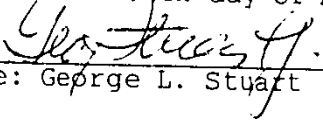
Name
George L. Stuart

Address
545 Delaney Avenue, Building 2,
Orlando, Florida, 32801

ARTICLE VIII


The corporation shall indemnify its directors, officers, employees, and agents to the fullest extent permitted by law.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 14th day of August, 1997


Name: George L. Stuart

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for HS and Associates, of Orlando, Inc. at 545 Delaney Avenue, Orlando, Florida 32801 As designated in the Articles of Incorporation, the undersigned is familiar with and accepts the obligations of that position pursuant to F.S. 607.0501(3).


Name: Randolph Tucker

Date: August 14, 1997

DIVISION OF
TALLAHASSEE, FLORIDA

97 AUG 18 AM 8:41

FILED