

P970000072012
DAVID M. BOVI, P.A.

David M. Bovi
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LL.M. Securities Regulation

The Comeau Building
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West Palm Beach, FL 33401

Phone (561) 655-0665
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August 13, 1997

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

Re: Harbor Town Holding Group III, Inc.

Enclosed are the original and one copy of the articles of incorporation for the above-named proposed Florida corporation. Also enclosed is a check in the amount of \$70.00, representing the filing fees for the above-named proposed Florida corporation.

Thank you for your assistance in this matter.

Sincerely,



David M. Bovi
David M. Bovi, P.A.
319 Clematis Street, Suite 804
West Palm Beach, FL 33401

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION

OF

HARBOR TOWN HOLDING GROUP III, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I. CORPORATE NAME.

The name of this corporation is Harbor Town Holding Group III, Inc.

ARTICLE II. PRINCIPAL OFFICE.

The principal place of business and mailing address of this corporation are 324 Datura Street, Suite 303, West Palm Beach, Florida 33401.

ARTICLE III. CAPITAL STOCK.

The number of shares of stock that this corporation is authorized to have outstanding at any one time is 20,000,000 shares of common stock, no par value.

ARTICLE IV. INITIAL REGISTERED AGENT AND OFFICE.

The name and address of the initial registered agent are Ronald W. Hayes, Jr., 324 Datura Street, Suite 303, West Palm Beach, Florida 33401.

ARTICLE V. INCORPORATORS.

The name and street address of the incorporator to these articles of incorporation are David M. Bovi, P.A., 319 Clematis Street, Suite 804, West Palm Beach, FL 33401.

The undersigned incorporator has executed these articles of incorporation on August 13, 1997.

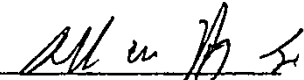


David M. Bovi, P.A.

David M. Bovi, President

Acceptance of Registered Agent

Having been named to accept service of process for Harbor Town Holding Group III, Inc., at the place designated in the articles of incorporation, the undersigned is familiar with and accept the obligations of that position pursuant to F.S. 607.0501(3)


By: Ronald W. Hayes, Jr.
Date: August 13, 1997

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TALLAHASSEE, FLORIDA