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GALLOWAY, P.A.**

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AMY J. GALLOWAY
DIRECT EXTENSION No. 102
OUR FILE No. 1055.9000

August 15, 1997

Corporate Records Bureau
Division of Corporations
Department of State
409 E. Gaines Street
Post Office Box 6327
Tallahassee, Florida 32314

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-08/20/97--01018--017
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Re: Formation of Halfbreed, Inc., a Florida corporation

Dear Sir or Madam:

Enclosed please find an original and a duplicate of the Articles of Incorporation and the Acceptance of Registered Agent for the above-referenced corporation. Also enclosed is a check in the amount of \$122.50 which represents the following:

Receiving, filing and indexing	
Articles of Incorporation	\$ 35.00
Certified copy of Articles of Incorporation	52.50
Registered Agent Fee	35.00
Total	\$ 122.50

FILED
97 AUG 20 PM 3:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

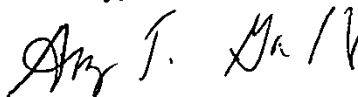
The original is to be filed in your office and the copy certified and returned to my attention, at 1700 East Las Olas Boulevard, Fort Lauderdale, Florida 33305, using the enclosed stamped, self-addressed envelope.

Bmc
8/21/97

Corporate Records Bureau
Division of Corporations
Department of State
August 11, 1997
Page 2

Please telephone me at (954) 761-7200 if there is any reason why the Articles will not be filed immediately.

Sincerely,

A handwritten signature in cursive script, appearing to read "Amy J. Galloway".

Amy J. Galloway

AJG/kb
enc.

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ARTICLES OF INCORPORATION
OF
HALFBREED, 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 adopts the following Articles of Incorporation.

Article I

Name

The name of the corporation is Halfbreed, Inc.

Article II

Duration

The corporation shall have a perpetual existence unless sooner dissolved according to law.

Article III

Purpose

The corporation is organized for the purpose of transacting any and all lawful business.

Article IV

Address

The principal place of business of this corporation shall be: 2590 Hollywood Boulevard, Hollywood, Florida 33020.

The mailing address of this corporation shall be: 2590 Hollywood Boulevard, Hollywood, Florida 33020.

Article V

Capital Stock

The number of shares of stock that this corporation is authorized to have outstanding at any one time is: one hundred (100) shares of common stock at One Dollar (\$1.00) par value per share.

Article VI

Initial Registered Office and Agent

The street address of the initial registered office of this corporation is 2590 Hollywood Boulevard, Hollywood, Florida 33020, and the name of the initial registered agent of this corporation at the above address is Larry E. Vaught, Jr. Pursuant to Florida Statute 607.0501(3), a written acceptance is attached.

Article VII

Initial Board of Directors

The corporation shall have three directors initially. The number of directors may be either increased or decreased from time to time by the Bylaws but shall never be less than one (1). The names and addresses of the initial directors of this corporation are listed below:

Larry E. Vaught	President
Larry Vaught, Jr.	Secretary-Treasurer

James Vaught Vice President

all at 2590 Hollywood Boulevard, Hollywood, Florida 33020.

Article VIII

Incorporator

The name and address of the incorporator to these Articles of Incorporation is:

E.
Larry Vaught, Halfbreed, Inc., c/o Cotter Vaught, Inc., 2590 Hollywood Boulevard,
Hollywood, Florida 33020.

Article IX

Powers

The corporation shall have all of the corporate powers enumerated in the Florida Business Corporation Act.

Article X

Indemnification

Provided the person proposed to be indemnified is not shown to have not satisfied the requisite standard of conduct for permissive indemnification by a corporation as specifically set forth in the applicable provisions of the Florida Business Corporation Act (currently, Sections 607.0850(1) and (2) of the Florida Statutes), as may be amended from time to time, this corporation shall indemnify its officers and directors, and may indemnify its employees and agents, from and against any and all of the expenses or liabilities incurred in defending a civil or criminal proceeding, or other matters

referred to in or covered by said provisions, including advancement of expenses prior to the final disposition of such proceedings and amounts paid in settlement of such proceedings, both as to action in their official capacity and as to action in any other capacity while an officer, director, employee or other agent. The indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any Bylaw, agreement, vote of shareholders or disinterested directors or otherwise. The indemnification provided herein shall continue as to a person who has ceased to be a director, officer, employee or agent, and shall inure to the benefit of the heirs, the personal and other legal representatives of such person, and an adjudication of liability shall not affect the right to indemnification for those indemnified.

Article XI

Amendment

The corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholder(s) is subject to this reservation.

Article XII

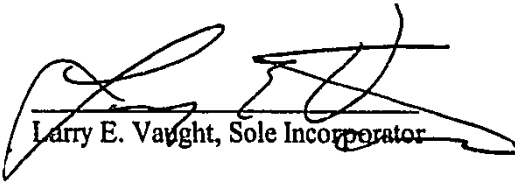
Bylaws

The Bylaws may be adopted, altered, amended, or repealed by either the shareholders or the Board of Directors, but the Board of Directors may not amend or repeal any Bylaw adopted by shareholders if the shareholders specifically provide such Bylaw is not subject to amendment or repeal by the directors.

Article XIII

Beginning of Corporate Existence

The date when corporate existence shall begin shall be the date of acceptance of these Articles of Incorporation.


Larry E. Vaught, Sole Incorporator

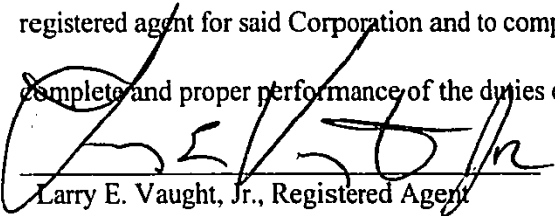
DATED: August 12, 1997

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

FILED

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Having been named as registered agent and to accept service for Halfbreed, Inc., a Florida corporation (the "Corporation"), in the foregoing Articles of Incorporation, I, on behalf of the Corporation, hereby state I am familiar with and agree to accept the duties and responsibilities as registered agent for said Corporation and to comply with any and all Florida Statutes relative to the complete and proper performance of the duties of registered agent.


Larry E. Vaught, Jr., Registered Agent

Date: 8-12-97

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