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COVER LETTER

FOR

ARTICLES OF INCORPORATION for HUTCHINS ENTERPRISES, INC.

JAMES R. WOLDSETH
9750 SEMINOLE BLVD.,
SEMINOLE, FLORIDA 33772

AUGUST 26, 1997

HONORABLE SANDRA MORTHAM
SECRETARY OF STATE
STATE OF FLORIDA

400002282034
~~13880000000000000000~~

DEAR MRS. MORTHAM:

9/2/97 01038-10

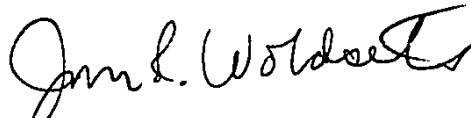
ENCLOSED YOU WILL FIND THE ARTICLES OF INCORPORATION FOR
HUTCHINS ENTERPRISES, INC. IN ADDITION, YOU WILL FIND
A CHECK FOR \$70.00 (SEVENTY DOLLARS) TO COVER FILING FEES. #70.

THE RETURN ADDRESS FOR ACKNOWLEDGEMENT OF ACCEPTANCE OF
THESE ARTICLES IS AT THE OFFICE OF THE INCORPORATOR:

JAMES R. WOLDSETH
9750 SEMINOLE BLVD.
(813) 397-4135

IF THERE ARE ANY QUESTIONS, ADDITIONAL INFORMATION, OR
REQUIREMENTS NEEDED FOR FILING, PLEASE CONTACT JAMES R.
WOLDSETH.

RESPECTFULLY,



JAMES R. WOLDSETH

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION
OF
HUTCHINS ENTERPRISES, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, the undersigned, acting as the Incorporator of a corporation under the Florida General Corporation Act, do hereby adopt the following Articles of Incorporation for such corporation:

ARTICLE I. NAME

The name of this corporation is Hutchins Enterprises, Inc. The principle location of the corporation is 2123 52nd Ave. N., St. Petersburg, FL 33714.

ARTICLE II. DURATION

The duration of the corporation shall be perpetual, and its corporate existence shall commence upon the filing of these Articles of Incorporation.

ARTICLE III. PURPOSE

The purposes for which this corporation is formed are to engage in any lawful act or activity of business for which corporations may be incorporated pursuant to law.

ARTICLE IV. SHARES

The aggregate number of shares which the corporation shall have authority to issue is 100 nonassessable, have a par value of \$1.00 (one-dollar) per share.

Without derogation to any other power to purchase shares of the corporation as permitted by law, the corporation, by action of the Board of Directors may purchase or redeem outstanding shares as permitted by its bylaws or agreement entered into by its shareholders.

ARTICLE V. REGISTERED OFFICE

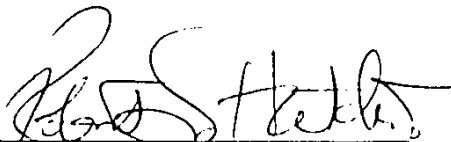
The Registered Office of the corporation shall be: 2123 52nd Ave. N., St. Petersburg, FL 33714.

ARTICLE VI. APPOINTMENT OF REGISTERED AGENT

APPOINTMENT: Robert Hutchins, 2123 52nd Ave. N., St. Petersburg, Florida 33714, is hereby appointed as the Registered Agent at the Registered Office of the corporation.

ACCEPTANCE: I hereby accept my appointment as the Registered Agent of Hutchins Enterprises, Inc. on whom process and other notice may be served. I am familiar with and accept the obligations provided for in Florida Stat. Ann. Sec. 607.325.

Date: Aug 26, 1997


Robert Hutchins
2123 52nd Ave. N.
St. Petersburg, FL 33714

ARTICLE VII. INITIAL BOARD OF DIRECTORS

The number of Directors composing the Initial Board of Directors is (2). The names and addresses of the members of the Initial Board of Directors are:

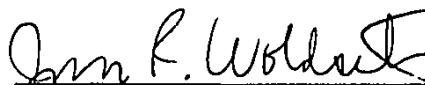
Robert Hutchins- President & Treasurer
2123 52nd Ave. N.
St. Petersburg, Florida 33714

Michael Hutchins - Vice President & Secretary
2123 52nd Ave. N.
St. Petersburg, Florida 33714

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TALLAHASSEE, FLORIDA

ARTICLE VIII. INCORPORATOR

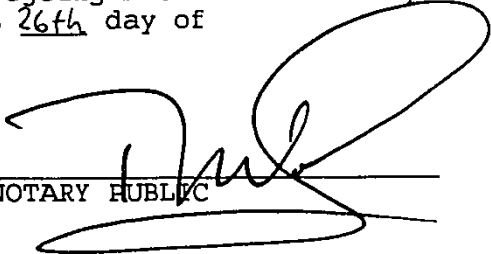
The name and address of the Incorporator is James R. Woldseth, 9750 Seminole Blvd., Seminole, Florida 33772.


James R. Woldseth
Incorporator

ACKNOWLEDGEMENT

COUNTY OF PINELLAS }
STATE OF FLORIDA }

Before me, a Notary Public in and for the County and State aforesaid, personally appeared James R. Woldseth, Incorporator of Hutchins Enterprises, Inc., who acknowledged that he signed the foregoing Articles of Incorporation his free act and deed on this 26th day of August, 1997.


NOTARY PUBLIC

My commission expires:



Frank J. Novak
MY COMMISSION # CC627706 EXPIRES
April 4, 2001
BONDED THRU TROY FAIN INSURANCE, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA