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HARRY M. HOBBS  
ROBERT S. HOBBS  
WALTER O. HOBBS II

\* BOARD CERTIFIED  
CIVIL TRIAL LAWYER

September 29, 1997

REPLY TO:  
P. O. BOX 18225  
TAMPA, FLORIDA 33607-8225

Office of Secretary of State  
The Capitol Building  
Tallahassee, Florida 32304

Attention: Corporate Division

Re: D. H. Howard, Inc.  
Our File #96-255

200002307712--4  
-09/30/97--01042--015  
\*\*\*\*122.50 \*\*\*\*122.50

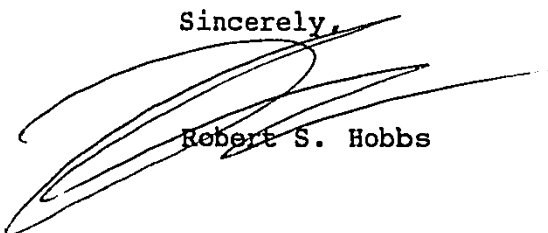
Dear Sir:

I am enclosing herein original and copy of Articles of Incorporation of Arcee Capital Corporation, together with our check in the amount of \$122.50 to cover the following:

|         |                           |
|---------|---------------------------|
| \$35.00 | Filing Fee                |
| \$35.00 | Registered Agent          |
| \$52.50 | Certified Copy of Charter |

Also enclosed is Certificate Designating Resident Agent.

Sincerely,

  
Robert S. Hobbs

HMH/ks

enclosures  
templ\97-255.sec

DMC  
10-1-97

FILED  
97 SEP 30 PM 12:34  
SECY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION  
OF  
D. H. HOWARD, INC.

FILED  
97 SEP 30 PM 12:34  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I - Name

The name of the corporation shall be:

D. .H HOWARD, INC.

The address of the principal office of this corporation shall be 3719 W. Swann Avenue, Tampa, Fl 33609, and the mailing address shall be the same.

ARTICLE II - Nature of Business

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III - Capital Stock

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 300 shares of common stock having \$1.00 par value per share.

ARTICLE IV - Initial Registered Office and Agent

The street address of the initial registered office of this corporation is 3719 W. Swann Avenue, Tampa, Fl 33609, and the name of the initial registered agent of this corporation at that address is Robert S. Hobbs.

ARTICLE V - Term of Existence

This corporation is to exist perpetually.

ARTICLE VI - Officers and Directors

This corporation shall have one (1) director initially. The name and street address of the initial officer and director who shall hold office for the first year of the corporation, or until his successor is elected or appointed is:

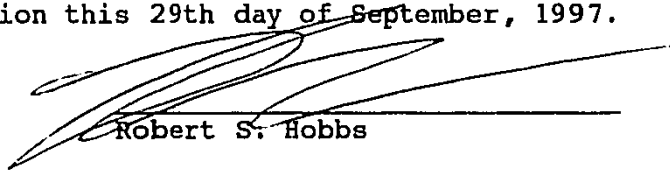
Robert S. Hobbs      3719 W. Swann Ave., Tampa, Fl 33609

ARTICLE VII - Incorporator

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

Robert S. Hobbs      3719 W. Swann Ave., Tampa, Fl 33609

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 29th day of September, 1997.

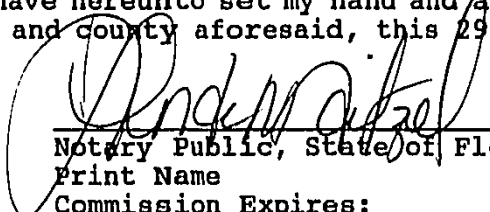
  
Robert S. Hobbs

STATE OF FLORIDA  
COUNTY OF HILLSBOROUGH

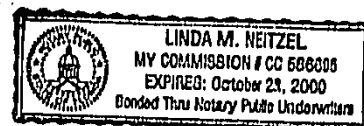
THE FOREGOING ARTICLES OF INCORPORATION was acknowledged before me, an officer duly qualified to take acknowledgements, this 29th day of September, 1997, by Robert S. Hobbs, who personally appeared before me at the time of notarization and who is to me personally known to be the person described in and who did not take an oath, and who executed the foregoing instrument and acknowledged before me that he executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the state and county aforesaid, this 29th day of September, 1997.

(SEAL)

  
Notary Public, State of Florida  
Print Name  
Commission Expires:

templ\97-255.art



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

FILED

SEP 30 PM 12:34  
SEC. OF STATE  
TALLAHASSEE, FLORIDA

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

FIRST--That D. H. HOWARD, INC., desiring to organize or  
qualify under the laws of the State of Florida, with its principal  
place of business at 3719 W. Swann Avenue, City of TAMPA, State of  
FLORIDA, has named Robert S. Hobbs, located at 3719 W. Swann  
Avenue, City of TAMPA, State of FLORIDA, as its agent  
to accept service of process within Florida.

SIGNATURE

TITLE Resident Agent

DATE September 29, 1997

Having been named to accept service or process for the  
above stated 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 proper and complete performance of my duties.

SIGNATURE

(Resident Agent)

DATE September 28, 1997