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December 9, 1997

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****122.50 ****122.50

Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

RE: The Hayes UNITED, INC.

Dear Sir/Madam:

Please find enclosed the original and one copy of the Articles of
Incorporation for The Hayes UNITED, INC.

My check in the amount of \$122.50 is enclosed to cover your fee.
Please issue a certified copy of the Articles.

Thank you for your prompt attention to this matter.

Very truly yours,



Marilyn J. Hochman

MJH:lln

Enclosures

LINDA GAVE
AUTHORIZATION BY PHONE TO
CORRECT CORP. NAME
DATE 12-18-97
DOC. EXAM QN

FILED
97 DEC 17 AM 10:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

EFFECTIVE DATE
12-10-97

QN 12-18-97

**ARTICLES OF INCORPORATION
OF
The Hayes UNITED, INC.**

(We) I, the undersigned, hereby organize for the purpose of becoming a Corporation under the laws of the State of Florida, by and under the provisions of the Statutes of the said State of Florida, providing for the formation, rights, privileges, immunities and liabilities of Corporations for profit.

ARTICLE I - NAME

The name of the Corporation shall be:

The Hayes UNITED, INC.

EFFECTIVE DATE

12-10-97

ARTICLE II - DURATION

This Corporation shall exist perpetually, commencing on the date of execution and acknowledgment of these Articles.

ARTICLE III - PURPOSE

The Corporation may engage in any activity or business under the laws of the United States and the State of Florida's General Corporation Act.

ARTICLE IV - CAPITAL STOCK

This Corporation is authorized to issue 7,000 shares of \$1.00 par value common stock, which should be designated "Common Shares."

ARTICLE V - CAPITAL

The amount of capital with which the Corporation will begin business shall be \$100.00.

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ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is:

3202 Albin Lane
Orlando, FL 32817

The name of the initial registered agent of this Corporation at that address is:

Jeffrey R. Hayes

ARTICLE VII

This Corporation shall have (2) directors initially. The number of directors may be increased or diminished from time to time by a majority vote of the stockholders, but it shall never be less than one.

ARTICLE VIII

The names and street addresses of the members of the first Board of Directors are as follows:

Jeffrey R. Hayes, President
3202 Albin Lane
Orlando, FL 32817

Traci L. Hayes, Secretary
3202 Albin Lane
Orlando, FL 32817

ARTICLE IX - INCORPORATORS

The names and address of the initial subscribers signing these Articles are as follows:

Jeffrey R. Hayes
3202 Albin Lane
Orlando, FL 32817

Traci L. Hayes
3202 Albin Lane
Orlando, FL 32817

ARTICLE X - BYLAWS

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors and the Shareholders.

ARTICLE XI - RESTRICTIONS ON TRANSFER OF STOCK

Shares of capital stock of this Corporation shall be issued initially to the following persons in the amounts set opposite their names:

Jeffrey R. Hayes	50 shares
Traci L. Hayes	50 shares

Shares held by the initial shareholders listed above may not be resold or otherwise transferred to other persons unless such shares are first offered to the remaining shareholders or to this Corporation. The price and terms at which, and the time within which, such shares may be offered and sold shall be further specified by written agreement among all of the shareholders and this Corporation.

ARTICLE XII - ADOPTION OF BYLAWS

A special meeting of the subscribers or their assigns shall be hold, upon the call of the president, for the purpose of completing the organization of the Corporation and the adoption of the bylaws and the transaction of such other business as may come before the meeting.

ARTICLE XIII - AMENDMENT

This 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 is subject to this reservation.

ARTICLE XIV - TERMS OF ISSUING STOCK

Stock to be issued pursuant to these Articles of Incorporation shall be issued under the terms, provisions and conditions of Section 1244 of the Internal Revenue Code.

IN WITNESS WHEREOF, we have hereunto subscribed our names and affixed our seals to these Articles of Incorporation, on this 10th day of December, 1997.

Jeffrey R. Hayes
Jeffrey R. Hayes

Traci L. Hayes
Traci L. Hayes

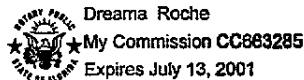
STATE OF FLORIDA
COUNTY OF ORANGE

BEFORE ME, the undersigned authority, personally appeared JEFFREY R. HAYES who, being first duly sworn, deposes and says that he is the individual described in and who executed the foregoing Articles of Incorporation and acknowledged before me that he executed same for the purpose therein expressed. He is personally known or has presented FL DRIVER'S LICENSE as identification.

WITNESS my hand and official seal in the above named County and State this 10th day of December, 1997.

Dreama Roche

Notary Public, State of Florida
My Commission Expires:




STATE OF FLORIDA
COUNTY OF ORANGE

BEFORE ME, the undersigned authority, personally appeared TRACI L. HAYES, who, being first duly sworn, deposes and says that she is the individual described in and who executed the foregoing Articles of Incorporation and acknowledged before me that she executed same for the purpose therein expressed. She is personally known or has presented FL. DRIVERS LICENSE as identification.

WITNESS my hand and official seal in the above named County and State this 10th day of December, 1997.

Dreama Roche
Notary Public, State of _____
My Commission Expires: _____

 Dreama Roche
My Commission CC663285
Expires July 13, 2001

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICES OF PROCESS WITHIN THIS STATE
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted:

The Hayes UNITED, Inc.

desiring to organize under the laws of the State of Florida with its principal office as indicated in the Articles of Incorporation at 3202 Albin Lane, Orlando, FL 32817, County of Orange, State of Florida, has named

Jeffrey R. Hayes
3202 Albin Lane
Orlando, FL 32817

at that address, as its agent to accept service of process within this State.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above stated Corporation, at the place designated in this certificate, I hereby agree to act in this capacity and agree to comply with the provision of said Act relative to keeping open said office.



Jeffrey R. Hayes

EFFECTIVE DATE

12-10-97

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA