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*ADDITIONAL JURISDICTION
GEORGIA

VIA FEDERAL EXPRESS
December 18, 1997

Corporate Records
Florida Department of State
409 E. Gains Street
P.O. Box 6327
Tallahassee, FL 32314

300002379223--4
-12/22/97--01080--006
****122.50 ****122.50

Re: Bill Harley, Inc.

Ladies and Gentlemen:

Please find enclosed the Articles of Incorporation for the above-mentioned corporation. Our Trust Account check in the amount of \$122.50 is enclosed representing the following charges and fees for a profit corporation :

\$35.00	- Corporation Filing Fee;
\$35.00	- Registered Agent Designation; and
\$52.50	- Certified Copy of Articles.

Please return the certified copy to us when it is available.

Thank you for your assistance in this matter. Should you have any questions concerning the foregoing, please do not hesitate to contact us.

Sincerely,

PARKS AND STEWART

Deborah A. Stewart

DAS/ez
Enclosures
cc: Mr. William Harley (letter only)

12/23/97 T.M.

FILED
97 DEC 22 PM 12:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
BILL HARLEY, INC.**

I, undersigned subscriber to these Articles of Incorporation, being a natural person competent to contract, hereby subscribe to and form a corporation for profit under the laws of the State of Florida.

**ARTICLE I
CORPORATE NAME**

The name of this corporation is **BILL HARLEY, INC..**

**ARTICLE II
DURATION**

The corporation shall have perpetual existence.

**ARTICLE III
PURPOSE**

The corporation is organized for the purpose of transaction any or all lawful business.

**ARTICLE IV
CAPITAL STOCK**

The maximum number of shares of capital stock that the corporation is authorized to issue and have outstanding is one thousand (1,000) shares, which shall be designated Common Shares with a par value of one dollar (\$1.00) per share.

**ARTICLE V
INITIAL REGISTERED OFFICE AND AGENT**

The street address and mailing address of the principal place of business of the corporation is 185 Burning Tree Dr., Naples, Florida 34105. The name and address of the initial registered agent of the corporation is **JACK MELLON, CPA**, 844 Anchor Rode Drive, Naples, Florida 34103. The shareholders may from time to time select and so communicate, by appropriate notice to the Department of State, another registered office or registered agent or both.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE VI
INITIAL BOARD OF DIRECTORS

The corporation shall have one (1) Director initially. The number of directors may be either increased or diminished from time to time by the bylaws but shall never be less than the number required by applicable law. The name and address of the initial director of the corporation is:

NAME

ADDRESS

William Harley

185 Burning Tree Dr.
Naples, Florida 34105

ARTICLE VII
INCORPORATOR

The name and address of the person signing these Articles is:

NAME

ADDRESS

William Harley

185 Burning Tree Dr.
Naples, Florida 34105

ARTICLE VIII
BYLAWS

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

ARTICLE IX
AMENDMENT

These Articles of Incorporation may be amended in any manner permitted by law.

ARTICLE X
INDEMNIFICATION

The Corporation shall indemnify its directors, officers, employees, and agents to the full extent permitted by the Florida General Corporation Act.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 18th day of December, 1997.

William Harley
WILLIAM HARLEY, Subscriber

STATE OF Florida
COUNTY OF Collier

Before me, a Notary Public authorized to take acknowledgments in the County and State set forth above, personally appeared **WILLIAM HARLEY** known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County aforesaid, this 18th day of December, 1997.

Erika Ziegler-Robinson
Notary Public
My Commission Expires:



Erika Ziegler-Robinson
MY COMMISSION # CC684687 EXPIRES
September 30, 2001
BONDED THRU TROY FAIR INSURANCE, INC.

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

Pursuant to the provisions of sections 607.0501 or 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is: **BILL HARLEY, INC.**
2. The name and address of the registered agent and office is:

JACK MELLON, CPA
844 Anchor Rode Drive
Naples, FL 34103

ACKNOWLEDGMENT

Having been named to accept service of process of the above stated corporation at the place designated in this certificate, I hereby accept the appointment as Registered Agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as Registered Agent.

By: Jack D. Mellon
Jack Mellon

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97 DEC 22 PM 12:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA