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January 16, 1998

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

600002405356--7
-01/20/98--01114--025
*****70.00 *****70.00

Re: HEMBREE & CO., INC.

Gentlemen:

Enclosed is the original and a copy of the Articles of Incorporation for the above named corporation to be filed with the Secretary of State, along with our check in the amount of \$70.00 to cover the filing fee. Please have the enclosed copy of the Articles stamped with a filing date, and return it to our office along with your cover letter providing the assigned document number. We do not need a certified copy.

If you have any questions, please do not hesitate to contact me.

Very truly yours,

DOZIER & DOZIER

Thomas A. Dozier

Thomas A. Dozier

TAD:bap
Enclosures

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TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION OF
HEMBREE & CO., INC.

ARTICLE 1. - NAME

The name of this corporation is HEMBREE & CO., INC.

ARTICLE 2. - DURATION

The term of existence of the corporation is perpetual.

ARTICLE 3. - PURPOSE

This corporation is organized for the purpose of engaging in and transacting any and all activities or business permitted under the laws of the United States of America and the State of Florida.

ARTICLE 4. - POWERS

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

ARTICLE 5. - CAPITAL STOCK

This corporation is authorized to issue 1,000 shares of common stock.

ARTICLE 6. - PREEMPTIVE RIGHTS

Each shareholder of this corporation shall have the first right to purchase upon such price, terms and conditions as shall be fixed by the Board of Directors, shares of any class, kind or series of stock in this corporation that may, from time to time, be issued. Such preemptive rights shall apply to such shares whether such additional shares constitute a part of the shares presently or subsequently authorized or constitute shares in the treasury of the corporation and shall be exercised in the ratio that the number of shares held by each stockholder at the time of

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issue bears to the total number of shares outstanding in the name of all stockholders.

ARTICLE 7. - PRINCIPAL OFFICE AND REGISTERED AGENT

The mailing address of the corporation is 1991 Main Street, Suite 318, Sarasota, FL 34236, and the street address of the initial registered office of the corporation is 1991 Main Street, Suite 318, Sarasota, FL 34236, and the name of the initial registered agent at such address is: Joe R. Hembree.

ARTICLE 8. - DIRECTORS

This corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time by amendment of the Bylaws, but shall never be less than one. The name and address of the initial director of this corporation is:

Joe R. Hembree
1509 Flower Drive
Sarasota, FL 34239

ARTICLE 9. - INCORPORATOR

The name and address of the Incorporators is:

Joe R. Hembree
1509 Flower Drive
Sarasota, FL 34239

ARTICLE 10. - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in the Articles of Incorporation, or any amendment to them, and any right conferred upon the shareholders is subject to this reservation.

The undersigned Incorporator has executed these Articles of Incorporation on the 15th day of January, 1998.


JOE R. HEMBREE

STATE OF FLORIDA)
COUNTY OF SARASOTA)

The foregoing instrument was acknowledged before me this 15TH day of January, 1998,
by JOE R. HEMBREE, as an Incorporator.



THOMAS A. DOZIER
COMMISSION # CC 673986
EXPIRES SEP 20, 2001
BONDED THRU
ATLANTIC BONDING CO., INC.

Thomas A. Dozier
THOMAS A. DOZIER, Notary Public

Personally Known X OR Produced Identification _____
Type of Identification Produced _____

ACCEPTANCE OF APPOINTMENT
AS REGISTERED AGENT FOR
HEMBREE & CO., INC.

Having been named as Registered Agent to accept service of process for the above stated corporation, at the place designated in the corporation's Articles of Incorporation, I hereby acknowledge and accept the appointment as Registered Agent and agree to act in that capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

DATED: JANUARY 15, 1998.

Joe R. Hembree
JOE R. HEMBREE, Registered Agent

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