

P 98 0000 15110

SHOPE, MELLON and ASSOCIATES, P.A.

ATTORNEYS AND COUNSELORS AT LAW

An Interstate Partnership
And Professional Association

FLORIDA:

Northern Trust Bank Building
Suite 225
4001 Tamiami Trail North

Naples, Florida 34103
(941) 262-2333
FAX (941) 262-2244

PENNSYLVANIA:

505 Court Place
First Floor
Pittsburgh, Pennsylvania 15219
(412) 281-8284
FAX (412) 281-2808

February 2, 1998

E. Raymond Shope, II
Admitted in Florida, only

M. Richard Mellon
Admitted in Pennsylvania, only

Of Counsel:

Gary A. Robinson
Admitted in Florida, Pennsylvania,
North Carolina, only

Florida Divisions of Corporations
P.O. Box 6327
Tallahassee, FL. 32314

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*****70.00 *****70.00

Hearite Corp.

RE: Incorporation of Terry Alan Smith

To Whom it May Concern:

Please file the enclosed articles of incorporation with the fee enclosed. There addressed stamped envelope enclosed as well so that you can send us a return copy.

Sincerely,

Ray Shope
E. Raymond Shope, Esquire

This Correspondence Dictated By Me,
Has Been Signed, In My Absence, By
My Secretary To Avoid Delay In Mailing.

F. CHESSEY FEB 16 1998



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

February 5, 1998

E RAYMOND SHOPE ESQUIRE
SHOPE MELLON AND ASSOCIATES PA
4001 TAMIAMI TRAIL NO STE 225
NAPLES, FL 34103

SUBJECT: HEARITE CORPORATION
Ref. Number: W98000002686

FILED
98 FEB 16 PM 12:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Sw Fl

We have received your document for HEARITE CORPORATION and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6904.

Freida Chesser
Corporate Specialist

Letter Number: 598A00006774

SOUTHWEST FLORIDA HEARITE CORPORATION
ARTICLES OF INCORPORATION

BY THESE ARTICLES OF INCORPORATION the incorporator forms a corporation for profit under Florida law.

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98 FEB 16 PM 2:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. NAME. The name of this corporation is SOUTHWEST FLORIDA HEARITE CORPORATION

2. TERM. This corporation shall exist perpetually.

3. PURPOSE. The purpose of this corporation is to transact any or all lawful businesses for which corporations may be incorporated under Chapter 607 Florida Statutes.

4. CAPITAL STOCK. This corporation is authorized to issue one hundred (100) shares of common stock of a par value of \$1.00 per share.

5. REGISTERED AGENT. The initial registered agent for this corporation is E. RAYMOND SHOPE, ESQUIRE, and the initial registered office is located at Northern Trust Bank Building Suite 225, 4001 Tamiami Trail North, Naples, FL 34103.

6. DIRECTORS. This corporation shall have one director initially. The number shall be fixed by the bylaws and may be changed from time to time.

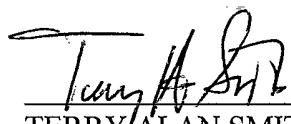
7. INITIAL DIRECTOR. The name and street address of each member of the first board of directors is:

TERRY ALAN SMITH

2560 River Reach Drive
Naples, Florida 34104

8. INCORPORATOR. The name and street address of the incorporator is TERRY ALAN SMITH, whose address is 2560 River Reach Drive, Naples, FL 34104.

DATED on FEBRUARY 10, 1998.



TERRY ALAN SMITH
INCORPORATOR

STATE OF FLORIDA
COUNTY OF COLLIER

The foregoing instrument was acknowledged before me on 10TH day of February
_____, 1998, by TERRY ALAN SMITH.



Gary A. Robinson
MY COMMISSION # CC506798 EXPIRES
October 31, 1999
BONDED THRU TROY FAIN INSURANCE, INC.

Gary A. Robinson
NOTARY PUBLIC
My commission expires:

CONSENT OF REGISTERED AGENT

HAVING BEEN NAMED as registered agent for this corporation at the registered office designated
in the foregoing articles of incorporation, the undersigned accepts the designation.

E. Raymond Shope
E. RAYMOND SHOPE, ESQUIRE

FILED
98 FEB 16 PM 12:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA