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GEORGE E. HOVIS
Attorney at Law
Clermont, Florida 34712-0848

Post Office Drawer 120848

Telephone (352) 394-2103
Fax (352) 394-2105

MEMORANDUM

TO: Florida Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32301

FROM: Linda Topping, Paralegal

DATE: February 13, 1998

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-02/16/98--01059--001
****122.50 ****122.50

RE: Harbros & Co., Inc.
Our File: P-8568

Enclosed are the original and one copy of the Articles of Incorporation for the above-captioned corporation, along with a $122.50 check for the following:

Filing Fee:	$	35.00
Certified copy of Charter		52.50
Registered Agent Filing Fee		35.00
	$	122.50

Note that we have requested an effective date for the corporation of February 13, 1998.

Please file the Articles of Incorporation immediately and return the copy stamped by the Secretary of State reflecting the filing information to me at P.O. Drawer 120848, Clermont, FL 34712-0848.

Call if you have any questions regarding this matter.

EFFECTIVE DATE
02-13-98

FILED
98 FEB 16 AM 10:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Enclosures
cc: Thomas G. Harman (w/encl)

GN 2-17-98

EFFECTIVE DATE
02-13-98

FILED
98 FEB 16 AM 10:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

of

HARBROS & Co., INC.

The undersigned natural person(s) of legal age, acting as incorporator(s) under the provisions of Florida Statutes, Chapter 607, adopt the following Articles of Incorporation:

ARTICLE I
Name

The name and address of this corporation shall be: HARBROS & Co., INC. 12037 Elbert Street, Clermont, FL 34711.

ARTICLE II
Purposes

The corporation may engage in any activity or business permitted under the laws of the United States of America and of this State.

ARTICLE III
Stock

The aggregate number of shares of stock which this corporation shall have authority to issue shall be 10,000 shares of common stock each with a par value of $1.00.

ARTICLE III
Capital Stock

The aggregate number of shares of stock which this Corporation shall have authority to issue shall be 10,000 shares of voting stock, each with a par value of $1.00 per share, and 90,000 shares of nonvoting common stock, each with a par value of 10¢ per share. The holders of the voting common stock and nonvoting common stock shall have the same rights, privileges and powers, including but not limited to the right to participate in dividends, except the holders of the nonvoting common stock shall have no voting rights and all voting rights shall be vested exclusively in the holders of the voting common stock.

ARTICLE IV
Subscribers, Incorporators & Directors

The name and address of the Subscriber and Incorporator are:

NAME	ADDRESS
Thomas G. Harman	12037 Elbert Street Clermont, FL 34711

The names and addresses of the Director(s) is/are:

NAME	ADDRESS
Thomas G. Harman	12037 Elbert Street Clermont, FL 34711
David R. Harman	10247 Thompson Place Clermont, FL 34711

ARTICLE V
Informal Shareholder Action

The holders of not less than a majority of the issued and outstanding shares of the voting stock of the corporation may act by written agreement without a meeting, as provided in Florida Statutes 607.0704 and the bylaws.

ARTICLE VI
Fundamental Changes

The affirmative vote of holders of the majority of the outstanding shares of all classes of stock entitled to vote shall be necessary for the following corporate action:

(a) Amendment, alteration, change or repeal of any provision of the Articles of Incorporation;

(b) Reorganization, merger or consolidation of the corporation;

(c) Sale, lease or exchange of the major portion of the property or assets of the corporation; or

(d) Dissolution of the corporation.

ARTICLE VII
Term of Existence

This corporation shall exist perpetually.

ARTICLE VIII
Directors

A. The business of the corporation shall be managed initially by a board of two (2) directors. The number of directors may be, as provided in the bylaws, increased or decreased, but shall never be less than one (1) director.

B. The entire Board of Directors, or any individual director, may be removed from office without assignment of cause by affirmative vote of a majority of the outstanding shares of all classes of stock entitled to vote. Directors who are not stockholders may be removed for cause by a majority vote of all classes of stock entitled to vote. Any director who is also a stockholder may be removed for cause by the affirmative vote of a majority of the outstanding shares of all classes of stock entitled to vote exclusive of his own shares of stock.

C. Any vacancy on the Board of Directors shall be filled by the shareholders at a regular or special meeting called for that purpose. A shareholder removed as a director for cause shall not be entitled to vote to fill his own vacancy by voting for himself without prior approval secured by the affirmative vote of a majority of the outstanding shares of all classes of stock entitled to vote, exclusive of his own shares of stock.

D. Members of the Board of Directors or an Executive Committee shall be deemed present at a meeting if a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other is used.

ARTICLE IX
Effective Date

The date that corporate existence shall begin shall be February 13, 1998. This election is pursuant to Florida Statute 607.0203.

ARTICLE X
Registered Office and Registered Agent

The address of the initial registered office of this corporation is 481 East Highway 50, 2nd Floor, Clermont, FL 34711. The name of the Registered Agent of this corporation is George E. Hovis at the above office address.

ARTICLE XI
Bylaws

Bylaws of this corporation may be adopted, amended, or repealed by either the Board of Directors or by the Stockholders, except as otherwise provided in the Bylaws.

IN WITNESS WHEREOF, the undersigned, being the incorporator certifies to the truth of the facts herein stated, this February 13, 1998.

Thomas G. Harman

EFFECTIVE DATE
02-13-98

ACCEPTANCE OF REGISTERED AGENT
DESIGNATED IN ARTICLES OF INCORPORATION

I hereby accept to act as initial Registered Agent for HARBROS &Co., INC. as stated in these Articles of Incorporation.

Dated: Februry 13, 1998

George E. Hovis

FILED
98 FEB 16 AM 10:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA