

ATTORNEY AT LAW

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KATHLEEN REYNOLDS

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February 17, 1998

Florida Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

300002435373--9

-02/19/98--01067--004
*****70.00 *****70.00

Re: Articles of Incorporation of The McHughes Corporation

Dear Sir/Madam:

Enclosed please find the original Articles of Incorporation for the above-referenced corporation together with the Certificate of Designation of Registered Agent/Registered Office. Also enclosed is my firm check in the amount of \$70.00 representing the filing fee.

Thank you for your assistance in this regard. Should you have any questions or need additional information, please do not hesitate to contact me.

Sincerely,


KATHLEEN REYNOLDS

KR:gp
Enclosures
cc: William R. McKelvy

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 FEB 19 AM 9:24

2-20-98
WS

ARTICLES OF INCORPORATION
OF
THE MCHUGHES CORPORATION

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SECRETARY OF CORPORATIONS
98 FEB 19 AM 9:24

ARTICLE I - NAME

The name of this corporation is THE MCHUGHES CORPORATION.

ARTICLE II - DURATION

This corporation shall have a perpetual existence commencing on the date of filing.

ARTICLE III - PRINCIPAL OFFICE

The principal place of business of this corporation shall be:

5741 Griffith Mill Road
Baker, Florida 32531

The mailing address of this corporation shall be:

Post Office Box 217
Baker, Florida 32531

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue One Thousand Shares of One Dollar (\$1.00) par value common stock, which shall be designated "common shares".

ARTICLE V - INITIAL REGISTERED AGENT AND OFFICE

The name and address of the initial registered agent of this corporation is:

Kathleen Reynolds, Esquire
305 Main Street
Destin, Florida 32541

ARTICLE VI - INCORPORATORS

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

Kathleen Reynolds
305 Main Street
Destin, Florida 32541

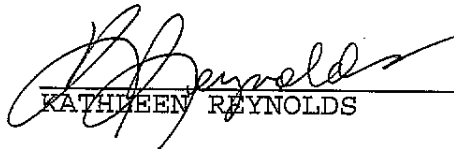
ARTICLE VII - BY-LAWS

The power to adopt, alter, amend or repeal by-laws shall be vested in the Board of Directors and the shareholders.

ARTICLE VIII - ACTION WITHOUT A MEETING

The directors of this corporation may take action by written consent, as provided by law.

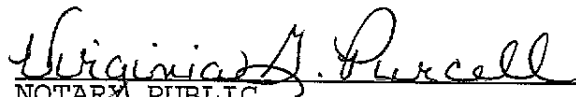
IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles Of Incorporation this 17th day of February, 1998.

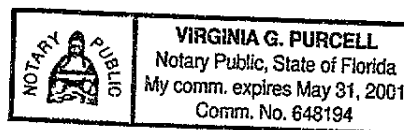

KATHLEEN REYNOLDS

STATE OF FLORIDA

COUNTY OF OKALOOSA

The foregoing instrument was acknowledged before me this 17th day of February, 1998, by KATHLEEN REYNOLDS, who is personally known to me ~~or who has produced~~ as identification and acknowledged and declared that she executed the same for the uses and purposes therein set forth.


NOTARY PUBLIC
My Commission Expires: _____



CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

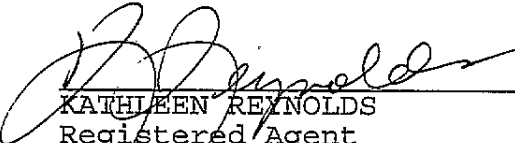
Pursuant to the provisions of Chapter 607, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submit the following statement designating the registered agent/registered office in the State of Florida.

1. The name of the corporation is: THE McHUGHES CORPORATION.

2. The name and address of the registered agent is Kathleen Reynolds, Esquire, 305 Main Street, Destin, Florida 32541. The address of the registered office is 5741 Griffith Mill Road, Baker, Florida 32531.

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, 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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position.

DATED this 17th day of February, 1998.


KATHLEEN REYNOLDS
Registered Agent

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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