

P98000021396

ANNIS, MITCHELL, COCKEY, EDWARDS & ROEHN

PROFESSIONAL ASSOCIATION

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TELEPHONE: (813) 229-3321
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9400 GLADIOLUS DRIVE
FT. MYERS, FLORIDA 33908

TELEPHONE: (941) 433-0993
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AVAILABLE FOR CONSULTATION
KÄRGEL, VOLLHARDT & PARTNER
KURFÜRSTENDAMM 36
D-10719 BERLIN
GERMANY
OII-49-30-885-7710
FAX OII-49-30-881-1308

March 2, 1998

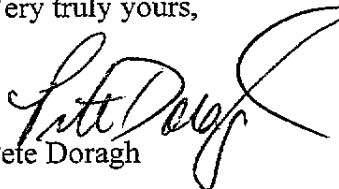
Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

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Re: Haywood Consulting Services
Our File No. 6875-001

Enclosed please find original and one copy of the Articles of Incorporation of the above referenced for filing. Please certify and return the enclosed copy of the Articles in the self addressed stamped envelope.

Very truly yours,


Pete Doragh

PD/ds
Enclosures

6875-001 Sec.of State

FILED
98 MAR -5 AM 11:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

B. BROCK MAR 06 1998

**ARTICLES OF INCORPORATION
OF
HAYWOOD CONSULTING SERVICES, INC.**

The undersigned incorporator(s) to these Articles of Incorporation hereby form(s) a corporation under the laws of the State of Florida as follows:

ARTICLE I

Name and Address

The name of this Corporation is: HAYWOOD CONSULTING SERVICES, INC. The mailing address of the Corporation is: C/O Annis, Mitchell, Cockey, Edwards & Roehn, Attn: Pete Doragh, 9400 Gladiolus Drive, Suite 270, Fort Myers, Florida, 33908. The street address of the Corporation is: 9309 Garden Pointe, Fort Myers, Florida, 33908.

ARTICLE II

Term of Existence

This Corporation shall have perpetual existence, commencing upon the date of filing of these Articles with the Florida Department of State.

ARTICLE III

Purpose

This Corporation is organized for the purpose of transacting any and all lawful business.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE IV

Capital Stock

This Corporation is authorized to issue 10,000 shares of \$.01 par value common stock, which shall be designated Common Shares.

ARTICLE V

Initial Registered Office and Agent

The street address of the initial registered office of this Corporation is 9400 Gladiolus Drive, Suite 270, Fort Myers, Florida, 33908, and the name of its initial registered agent at such address is Pete Doragh.

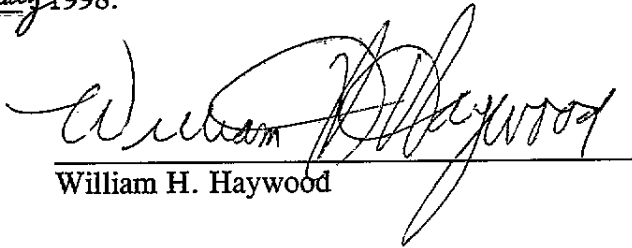
ARTICLE VI

Incorporator

The name(s) and address(es) of the person(s) signing these Articles are:

<u>Name</u>	<u>Address</u>
William H. Haywood	2515 Schade West Midland, MI 48640

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation, this 23rd day of February 1998.



William H. Haywood

ACCEPTANCE BY REGISTERED AGENT

Having been named Registered Agent and designated to accept service of process for the within-named Corporation, at the place designated herein, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.



Pete Doragh

Dated: February 23, 1998

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98 MAR -5 AM 11:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA