

ANDRA TODD DREYFUS, P.A.
LAW OFFICES
1463 GULF-TO-BAY BLVD.
CLEARWATER, FLORIDA 33755

ANDRA TODD DREYFUS*
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P98000037088

April 22, 1998

Via Federal Express

Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

300002497903--8
-04/23/98-01062--003
*****70.00 *****70.00

Re: New Corporation "Hammes-Pound, Inc."

Dear Sir/Madam:

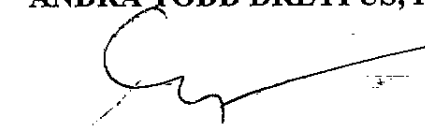
Pursuant to my legal assistant's telephone conversation with your office regarding the filing of a new for-profit corporation, enclosed are the following:

1. Original Articles of Incorporation of Hammes-Pound, Inc. containing the designation of registered agent; and,
2. This law firm's check in the amount of \$70.00 for the filing fee.

Thank you for your kind assistance with this matter. If you have any questions or require additional information, please do not hesitate to call.

Yours very truly,

ANDRA TODD DREYFUS, P.A.


Andra T. Dreyfus

Enclosures

cc: Mr. Gary Hammes
Mr. Robert Pound

FILED
98 APR 23 PM 3:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

QN 4-23-98

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ARTICLES OF INCORPORATION

OF

HAMMES-POUND, INC.

The undersigned, for the purpose of forming a corporation under the laws of the State of Florida, hereby adopts the following articles of incorporation:

ARTICLE ONE: NAME AND ADDRESS

The name of the corporation is Hammes-Pound, Inc. The principal address of the corporation is: 5546 Goldenwood Dr., Orlando, Florida 32817

ARTICLE TWO: DURATION

This corporation shall exist perpetually.

ARTICLE THREE: PURPOSE

This corporation may transact any and all lawful business for which corporations may be incorporated under the Florida General Corporation Act.

ARTICLE FOUR: CAPITAL STOCK

The aggregate number of shares which the corporation has authority to issue is Seven Thousand Five Hundred (7,500), all of which shall be common shares having no Par Value.

ARTICLE FIVE: PREEMPTIVE RIGHTS GRANTED

Each shareholder of any class of stock of this corporation shall be entitled to full preemptive rights to purchase any unissued or treasury shares of the corporation and any securities of the corporation convertible into or carrying a right to subscribe to or acquire shares of any such unissued or treasury shares.

ARTICLE SIX: REGISTERED OFFICE

The street address of the initial registered office of the corporation is 1463 Gulf-to-Bay Blvd., Clearwater, Florida 33755, and the name of the initial registered agent at such address is Andra T. Dreyfus, Esquire.

ARTICLE SEVEN: DIRECTORS

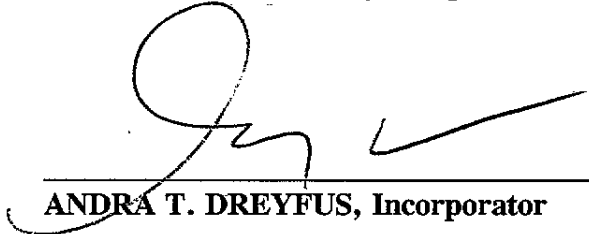
7.01 The Initial Board of Directors of the corporation shall consist of two (2) members.

7.02 The name and address of the initial Directors are:

Mr. Gary Hammes, 5546 Goldenwood Dr., Orlando, Florida 32817

Mr. Robert Pound, 5546 Goldenwood Dr., Orlando, Florida 32817

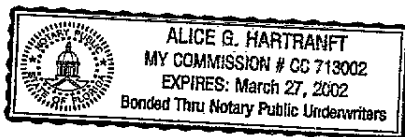
IN WITNESS WHEREOF, I have subscribed my name this ____ day of April, 1998.


ANDRA T. DREYFUS, Incorporator

STATE OF FLORIDA)
) ss.
COUNTY OF PINELLAS)

Before me, the undersigned authority, personally appeared Andra T. Dreyfus, to me known to be the person described in and who executed the foregoing, who after both being first duly sworn by me, acknowledged before me that she executed the foregoing Articles of Incorporation for the purposes therein expressed.

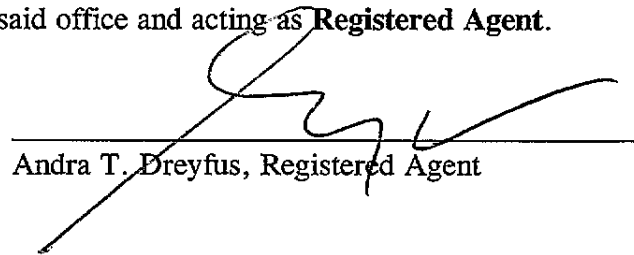
WITNESS my hand and official seal this 22nd day of April, 1998.




Signature - Notary Public

ACKNOWLEDGMENT OF REGISTERED AGENT

HAVING BEEN NAMED to accept service of process for the above corporation, at the place designated herein, I hereby accept to act in this capacity and agree to comply with the provisions of law relative to keeping open said office and acting as **Registered Agent**.



Andra T. Dreyfus, Registered Agent

FILED
98 APR 23 PM 3.32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA