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JOHNSON BLAKELY

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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: JOHNSON, BLAKELY, POPE, BOKER, RUPPEL & BURN ACCT#:
076666002140

CONTACT: TAMI LEE MEAGHER

PHONE: (813)461-1818

FAX #: (813)441-8617

NAME: HARP HOLDINGS, INC.

AUDIT NUMBER.....H98000009607

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0 PAGES..... 3

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

B. BROCK MAY 21 1998

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ARTICLES OF INCORPORATION

OF

HARP HOLDINGS, INC.

ARTICLE I - Name and Address

The name of this corporation is Harp Holdings, Inc. The mailing address of the corporation is 12808 U.S. Highway 19 North, Hudson, Florida 34667. The address of the corporation's principal office is 12808 U.S. Highway 19 North, Hudson, Florida 34667.

ARTICLE II - Duration

This corporation shall have perpetual existence.

ARTICLE III - Capital Stock

This corporation is authorized to issue 100,000 shares of common stock, which shall be designated as "Common Shares." The par value of each share of stock shall be One Cent (\$0.01).

ARTICLE IV - Preemptive Rights

Every shareholder, upon an offer for sale for cash of any new stock or authorized but unissued stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

Prepared By:

Michael G. Little, Esquire
Johnson, Blakely, Pope, Bokor,
Ruppel & Burns, P.A.
911 Chestnut Street
Clearwater, Florida 33756
Bar No. 0861677
(813) 461-1818

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ARTICLE V - Initial Registered Office and Agent

The street address of the initial registered office of this corporation is 12808 U.S. Highway 19 North, Hudson, Florida 34667, and the name of the initial registered agent of this corporation at that address is Edward F. Mahoney.

ARTICLE VI - Incorporator

The name and address of the person signing these Articles are:

NameAddress

Edward F. Mahoney

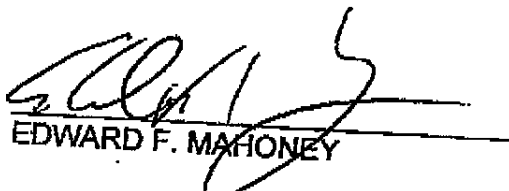
12808 U.S. Highway 19 North
Hudson, Florida 34667ARTICLE VII - Indemnification

The corporation shall indemnify any officer or director, or any former officer or director to the full extent permitted by law.

ARTICLE VIII - Amendment

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 14TH day of MAY, 1998.


EDWARD F. MAHONEY

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CERTIFICATE DESIGNATING REGISTERED AGENT
AND STREET ADDRESS FOR SERVICE OF PROCESS
WITHIN FLORIDA

Pursuant to Fla. Stat. §48.091, Harp Holdings, Inc., desiring to organize under the laws of the State of Florida, hereby designates Edward F. Mahoney, located at 12808 U.S. Highway 19 North, Hudson, Florida 34667, as its registered agent to accept service of process within the State of Florida.

ACCEPTANCE OF DESIGNATION

The undersigned hereby accepts the above designation as registered agent to accept service of process for the above-named corporation, at the place designated above, and agrees to comply with the provisions of Fla. Stat. §48.091(2) relative to maintaining an office for the service of process.


EDWARD F. MAHONEY

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TALLAHASSEE, FLORIDA

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