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TRAPPE & DUSSEAUT, P. A.

ATTORNEYS AT LAW

236 McKenzie Avenue

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PANAMA CITY, FLORIDA 32402-0160

Owen S. Trappe, Jr.

Brian A. Dusseault

June 1, 1998

Telephone
(850) 769-6139

FILED
JUN - 3 PM 3:25
CLERK OF STATE
TALLAHASSEE, FLORIDA

Return to
FIA ASAP

Attorneys' Title Insurance Fund, Inc.
660 East Jefferson Street, Suite 200
Tallahassee, Florida 32301

Attn: Barbara Keys

700002546547--0
-06/03/98-01084-016
*****70.00 *****70.00

Re: H&H Capital Resources, Inc.

Dear Ms. Keys:

Please find enclosed the original and a copy of the Articles of Incorporation for H&H Capital Resources, Inc. I have also enclosed a check in the amount of \$70.00 to cover the costs of the filing fees in this matter. I would appreciate your firm handling the delivery of these papers and returning the conformed copy of the Articles of Incorporation to me by regular mail.

Finally, I am enclosing a letter of authorization for your company to file the enclosed corporate documents. If you need any additional information, please do not hesitate to contact me.

Sincerely,


Stan Trappe

RECEIVED
98 JUN - 3 PM 2:32
DIVISION OF CORPORATION

ST/sh
Enclosures

P. Hall

JUN - 3 1998

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LETTER OF AUTHORIZATION

Attorneys' Title Insurance Fund, Inc.
660 East Jefferson Street, Suite 200
Tallahassee, Florida 32301

Re: Incorporation of H&H Capital Resources, Inc.

TO WHOM IT MAY CONCERN:

You are hereby authorized to file the Articles of Incorporation for the above referenced corporation with the Secretary of State's Office in the State of Florida.

Sincerely,


Stan Trappe

ST/sh

ARTICLES OF INCORPORATION
OF

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

The name of this corporation shall be H&H Capital Resources, Inc.

ARTICLE II

This corporation shall have perpetual existence.

ARTICLE III

The primary purpose of this corporation shall be to engage in the business of operating a real estate investment business to the general public and the transaction of any and all lawful business for which a corporation may be incorporated under the laws of the State of Florida.

ARTICLE IV

The amount of capital stock authorized shall be 1000 shares of common stock having a par value of \$1.00 Dollar (\$) per share, making a total authorized capital stock of \$1,000.00 Dollars.

ARTICLE V

The street address of the corporation's initial registered office is 516 Colonial Drive, Panama City, Florida. The name of the corporation's initial registered agent at such address is ROBERT S. HILLERICH. The street address of the corporation's principal office is 516 Colonial Drive, Panama City, Florida. The street address of the registered office and business address is the same.

ARTICLE VI

The management of the corporate affairs of this corporation shall be managed by the Board of Directors.

ARTICLE VII

The number of directors constituting the initial Board of Directors shall be not less than two (2) nor more than five (5).

ARTICLE VIII

The name and address of each person who is to serve as a member of the initial Board of Directors are:

CARMEN L. HILLERICH	516 Colonial Drive Panama City, FL 32404
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ROBERT S. HILLERICH	516 Colonial Drive Panama City, FL 32404
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ARTICLE IX

The name and address of the incorporator signing these Articles of Incorporation are as follows:

ROBERT S. HILLERICH	516 Colonial Drive Panama City, FL 32404
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ARTICLE XI

These Articles of Incorporation may be amended in the manner provided by law.

IN WITNESS WHEREOF, the undersigned has made and subscribed this the Articles of Incorporation at Panama City, Florida, for the uses and purposes herein expressed this 25 day of May, 1998.

Robert S. Hillerich
ROBERT S. HILLERICH

STATE OF Florida
COUNTY OF Bay

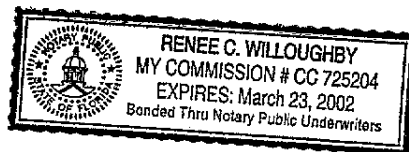
The foregoing instrument was acknowledged before me this 25th
day of May, 1998 by ROBERT S. HILLERICH, who is personally known to me or who
has produced Florida D.X. (type of identification) as
identification and who did/did not take an oath.

Renee C. Willoughby
Signature of Notary Public

Renee C. Willoughby
Printed Name of Notary Public

Commission No. _____

My Commission Expires: _____



**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR
DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS
STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

First - That H&H Capital Resources, Inc., desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation, at the City of Panama City, County of Bay, State of Florida, has named **ROBERT S. HILLERICH**, located at 516 Colonial Drive, City of Panama City, County of Bay, State of Florida, as its agent to accept service of process within this State.

5/25/98
Dated

Robert S. Hillerich
ROBERT S. HILLERICH

ACKNOWLEDGMENT: (MUST BE SIGNED BY DESIGNATED AGENT)

Having been named to accept service of process for the above stated corporation, at the place designated in this Certificate, I hereby accept to act in this capacity and agree to comply with the provision of said Act relative to keeping open said office.

STATE OF Florida
COUNTY OF Bay

Robert S. Hillerich
ROBERT S. HILLERICH

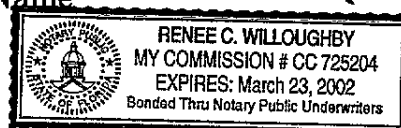
I hereby certify that on this day, before, me, an officer authorized to administer oaths and take acknowledgments, personally appeared **ROBERT S. HILLERICH**, known to me to be the person described in and who executed the foregoing instrument, who acknowledged before me that he executed the same, and an oath was not taken.

(Check one:)

- ☒ Said person(s) is/are personally known to me.
☒ Said person(s) provided me the following type of identification Florida D.X.

Witness my hand and official seal in the County and State last aforesaid this 25th day of May, 1998.

Renee C. Willoughby
Notary Signature
Renee C. Willoughby
Printed Name



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SECRETARY OF STATE
TALLAHASSEE, FLORIDA