

HENSLEY & BREWSTER, INC.

7015 N ARMENIA AVENUE
TAMPA, FLORIDA 33604
Tel: (813) 931-1040

P98000057636

June 22, 1998

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

500002573355--6
-06/26/98-01042--018
*****70.00 *****70.00

Re: HENSLEY & BREWSTER, INC.

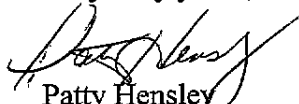
To whom it may concern:

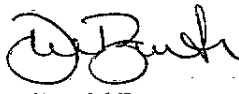
Please find enclosed the original and one copy of the Articles of Incorporation, together with our check in the amount of \$ 70.00. This represents the cost of the Filing Fees, for the above named corporation.

Please return our certified copy to the following address:

HENSLEY & BREWSTER, INC.
7015 N ARMENIA AVENUE
TAMPA, FLORIDA 33604

Very truly yours,


Patty Hensley
President


David Brewster
Vice-President

FILED
98 JUN 26 AM 9:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

David _____ GAVE
AUTHORIZATION BY PHONE TO
CORRECT R.A. name & address
DATE 6/29/98
DOC. EXAM ne

ne 6/29/98

ARTICLES OF INCORPORATION

of

HENSLEY & BREWSTER, INC.

FILED

98 JUN 26 AM 9:51

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporators, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I - NAME

The name of the corporation shall be:

HENSLEY & BREWSTER, INC.

ARTICLE II - PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

7015 N Armenia Avenue
Tampa, Florida 33604

ARTICLE III - DURATION

The term of existence of the Corporation is perpetual and the corporate existence will commence on the filing of these articles by the Department of State.

ARTICLE IV - PURPOSE

This corporation is organized for the purpose of engaging in accounting/bookkeeping and related activities or any other activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE V - CAPITAL STOCK

The corporation is authorized to issue one hundred shares (100) of one (\$1.00) par value Common Stock, which shall be designated "Common Shares".

ARTICLE VI - INITIAL REGISTERED AGENT AND ADDRESS

The names and addresses of the initial registered agent are:

Patty Hensley
7015 N. Armenia Avenue
Tampa, Florida 33604

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have one (2) directors initially. The number of directors may be increased or decreased from time to time by the By-Laws, but shall never be less than one (1) which shall constitute a quorum. The name of the initial directors of the corporation is as follows:

Patty Hensley
9627 Hidden Oak Circle
Tampa, Florida 33612

David Brewster
4102 McTavish Place
Tampa, Florida 33624

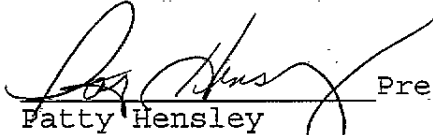
ARTICLE VIII - INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is as follows:

Patty Hensley
9627 Hidden Oak Circle
Tampa, Florida 33612

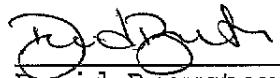
David Brewster
4102 McTavish Place
Tampa, Florida 33624

The undersigned has executed these Articles of Incorporation this 1st day of March 1998.



Patty Hensley

President



David Brewster

Vice-President

**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of sections 607.0501 or 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered agent/registered office, in the State of Florida.

1. The name of the corporation is:

Hensley & Brewster, Inc.

2. The name and address of the registered agent and office is:___

Patty Hensley
7015 N Armenia Avenue
Tampa, Florida 33604

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, 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 RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

SIGNED: _____

DATE: _____

6-22-98

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

98 JUN 26 AM 9:52

FILED