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TRANSMITTAL LETTER

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****122.50 ****122.50

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

SUBJECT: HARLEY'S PLACE, INC.

Enclosed is our original and one (1) copy of the Articles of Incorporation and our check
for \$122.50.

FROM: HARRY HAZLETT

615 ILLINOIS AVE.

ST. CLOUD, FL. 34769

(407) 892-8888

FILED
98 JUN 26 PM 3:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CB
11-29-98
H

**ARTICLES OF INCORPORATION
OF**

__HARLEY'S PLACE, INC.__

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I NAME

"HARLEY'S PLACE, INC."

ARTICLE II PRINCIPLE OFFICES

175 E. Irlo Bronson Hwy
St. Cloud, Fl. 34769

ARTICLE III DURATION

The period of its duration is perpetual.

ARTICLE IV PURPOSE

The purpose of this corporation is to engage in activities or business permitted under the laws of the United States of America and the State of Florida. The purpose of the corporation shall not be limited, and nothing therein shall be deemed as prohibiting the corporation from extending its activities to any related or otherwise permissible lawful business purpose which may become necessary, profitable or desirable for the furtherance of the corporation objectives.

ARTICLE V SHARES OF COMMON STOCK

The corporation is authorized to issue one hundred (100) shares of stock at no par value.

ARTICLE VI INITIAL REGISTER AGENT & ADDRESS

Harry Hazlett
615 Illinois Ave.
St. Cloud, Fl. 34769

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE VII MANNER OF ELECTION OF OFFICERS & DIRECTORS

Election shall be by plurality of the votes cast by the shares entitled to vote in the election at a meeting at which a quorum is present.

OFFICERS President, Harry Hazlett, 615 Illinois Ave., St. Cloud, Fl. 34769
Vice-Pres., Barbara Hazlett, 301 Illinois Ave., St. Cloud, Fl. 34769
Secretary, Erin McKinney, 615 Illinois Ave., St Cloud, Fl. 34769

ARTICLE VIII INCORPORATORS

Harry Hazlett SS# 514-62-6019
Barbara Hazlett SS# 306-34-0774
Erin McKinney, SS# 189-46-3111

ARTICLE IX AMENDMENT OF ARTICLES

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

ARTICLE X INDEMNIFICATION

This corporation may be empowered to indemnify any officer or director or any former officer or director in the manner set out and provided for in the laws of this corporation and pursuant to Section 607.014, Florida Statutes, as amended.

IN WITNESS WHEREOF, the undersigned Incorporator(s) has executed these Articles of Incorporation this 18 day of June, 19 98.

Harry Hazlett
Harry Hazlett

Barbara Hazlett
Barbara Hazlett

Erin McKinney
Erin McKinney

STATE OF FLORIDA

COUNTY OF Pinellas

The foregoing instrument was acknowledged before me this 18 day of June, 19 98 by HARRY HAZLETT, BARBARA HAZLETT, ERIN MCKINNEY who is (X) personally known to me, or () who produced as identification and who acknowledged before me that he/they executed this instrument.

Robert D. Moschel, Jr.
Notary Public State of Florida

SEAL



ROBERT D. MOSCHEL, JR.
My Comm Exp. 12/19/99
Bonded By Service Ins
No. CC514698

**CERTIFICATE OF DESIGNATION
REGISTERED AGENT & OFFICE**

Pursuant to the provisions of section 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 and Office, in the State of Florida.

1. The name of the corporation is: HARLEY'S PLACE, INC.

2. The name and address of the Registered Agent and Office is:

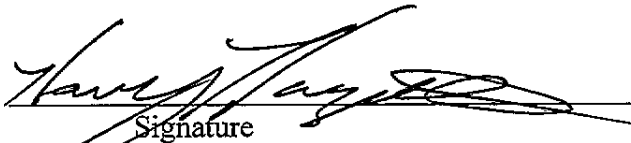
HARRY HAZLETT

615 ILLINOIS AVE.

ST. CLOUD, FL. 34769

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE OF DESIGNATION 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.


Signature

6-22-98
Date