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OF COUNSEL
FARRIS BRYANT

P98000064639

July 14, 1998

Division of Corporations
Department of State
409 East Gaines Street
P.O. Box 6327
Tallahassee, Florida 32314

RE: Wilson & HSL Company, Inc.

800002593228--8
-07/20/98--01090--011
****122.50 ****122.50

Dear Sir:

Please find the enclosed Articles of Incorporation for Wilson and HSL Company, Inc. for filing with the Secretary of State. A firm check in the amount of \$122.50 for the Filing Fees of \$35.00, Certified Copy, \$52.50, and Registered Agent Designation, \$35.00, is enclosed.

Please send a certified copy of the Articles of Incorporation to this office. If you have any questions, please feel free to contact my office. Thank you for your assistance in this matter.

Sincerely,

Cecilia Bryant

Cecilia Bryant

Enclosures
cc: B. Wilson

APPROVED
AND
FILED
98 JUL 20 AM 8:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

B. BROCK JUL 23 1998

**ARTICLES OF INCORPORATION
OF
WILSON & HSL COMPANY, INC.**

ARTICLE I - NAME

EFFECTIVE DATE
8-1-98

The name of this corporation is **WILSON & HSL COMPANY, INC.**

98 JUL 20 AM 8:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVED
AND
FILED

ARTICLE II - DURATION

This corporation shall have perpetual existence commencing on the date of this filing of these Articles with the Department of State. The date and time of commencement of corporation existence is August 1, 1998.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes, as now exists or may after be amended and for the purpose of operating a general contracting business..

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue Ten Thousand (10,000) common stock shares of One Dollar (\$1.00) par value which shall be designated as "Common Shares".

ARTICLE V - PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation, shall have the right to purchase his prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

All corporate powers shall be exercised by and under the authority of, and the business and affairs of the corporation shall be managed under the direction of the board of directors.

This corporation shall have one (1) Director constituting the initial Board of Directors. The number of directors may be either increased or decreased from time to time by the bylaws; however, there shall never be less than one director nor more than five. The name and address of the initial Board of Directors of the corporation is Bernard A. Wilson, 3900 Heath Road, Jacksonville, Florida 32277.

Any and all of the powers and duties conferred to or imposed upon the board of directors, by resolution of the shareholders adopted at a special meeting called for that purpose, may be exercised or performed to such extent and by such persons as shall be provided by the shareholders.

ARTICLE VII- BYLAWS

The power to adopt, alter, amend or repeal bylaws shall be vested in the board of directors and the shareholders, but the board of directors may not alter, amend or repeal any bylaws adopted by the shareholders if the shareholders provide that the bylaws shall not be altered, amended or repealed by the board of directors.

ARTICLE VIII - INCORPORATOR

The name and address of the Incorporator signing these articles is **Bernard A. Wilson**, 3900 Heath Road, Jacksonville, Florida 32277.

ARTICLE IX - INDEMNIFICATION

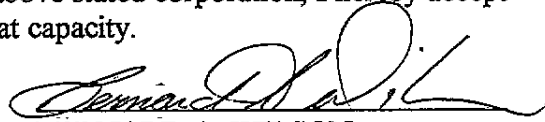
The corporation shall indemnify any Officer or Director or any former officer or director, to the full extent permitted by law.

ARTICLE X - AMENDMENT


This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, by a majority vote of the Board of Directors, and any right conferred upon the shareholders is subject to this reservation.

ARTICLE XI - INITIAL REGISTERED OFFICE AND AGENT

The street address and the mailing address of the principal office and initial registered office of this corporation is 3900 Heath Road, Jacksonville, Florida 32277 and the name of the initial registered agent of this corporation at that address is Bernard A. Wilson. Having been named as registered agent and to accept service of process for the above stated corporation, I hereby accept the appointment as registered agent and agree to act in that capacity.


BERNARD A. WILSON

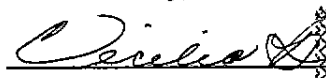
IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation on the 13 day of July, 1998.


BERNARD A. WILSON

STATE OF FLORIDA
COUNTY OF DUVAL

Before me, the undersigned authority, an officer duly authorized to administer oaths and take acknowledgements, personally appeared BERNARD A. WILSON, who is personally known to me or who has produced _____ as identification, and who executed the foregoing Articles of Incorporation and who accepted the appointment as registered agent, and he acknowledged before me that he executed the same freely and voluntarily for the purposes therein expressed.

WITNESS my hand and official seal this 13 day of July, 1998 at Jacksonville, Duval County, Florida.


Cecilia Bryant
Notary Public, State of Florida
Commission No. CC 559159
My Commission Exp. 06/27/2000
Notary Service & Bonding Co.
Notary Public, State of Florida
My Commission Expires.
Commission No.:

APPROVED
AND
FILED
98 JUL 20 AM 8:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA