

000002617520--8

August 13, 1998

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 AUG 17 PM 2:47

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32301

Subj: HIES, Inc. Unlimited

Dear Sir:

Enclosed please find the following:

1. The original and one copy of the Articles of Incorporation for the subject corporation. Please certify one copy and return it to the undersigned.
2. My check in the amount of \$122.50 to cover the filing fee.
3. Designation of Resident Agent.

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***122.50 ***122.50

Kindly acknowledge filing of theses Articles of Incorporation, in compliance with Florida law and return the certified copy of the Articles of Incorporation to the undersigned at PO Box 321056, Cocoa Beach, Florida 32932-1056.

If there are any questions concerning this filing, please contact me at (407) 783-3951.

Thank you for your assistance in this matter.

Sincerely,

Paula Hughes

Paula Hughes

Paula Hughes GAVE
AUTHORIZATION BY PHONE TO
CORRECT *Art. 1*
DATE *8/19/98*
DOC. EXAM *Alvin Brown*

ARTICLES OF INCORPORATION
OF

HIES, INC. UNLIMITED

ARTICLE I. NAME

The name of this corporation is

HIES, INC. UNLIMITED

ARTICLE II. DURATION

This corporation shall have perpetual existence.

ARTICLE III. PURPOSE

This corporation is organized for the purpose of transacting any or all
lawful business.

ARTICLE IV. CAPITAL STOCK

This corporation is authorized to issue 100 shares of \$1.00 par value
common stock, which shall be designated "common Shares".

ARTICLE V. PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new 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 (as nearly as may be done
without issuance of fractional shares) at the price at which it is offered to others.

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ARTICLE VI. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 1860 N Atlantic Ave #B207, Cocoa Beach, Florida 32931, and the name of the initial registered agent of the corporation at that address is Paula Hughes.

ARTICLE VII. INITIAL BOARD OF DIRECTORS

This corporation shall have one director initially. The number of directors may be either increased or diminished from time to time by the bylaws but shall never be less than one. The name and address of the initial directors of this corporation is:

Paula Hughes
1860 N Atlantic #B207
Cocoa Beach, FL 32931

ARTICLE VIII. PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office of the corporation is located at 1860 N Atlantic Ave #B207, Cocoa Beach, Florida 32931, and the mailing address of the corporation is PO Box 321056, Cocoa Beach, Florida 32932-1056.

ARTICLE IX INCORPORATOR

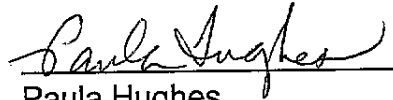
The name and address of the person signing these articles is:

Paula Hughes
1860 N Atlantic Ave #B207
Cocoa Beach, FL 32931

ARTICLE X. AMENDMENTS

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.

IN WITNESS WHEREOF the undersigned subscriber has executed these articles of incorporation on this 13 day of August 1998.

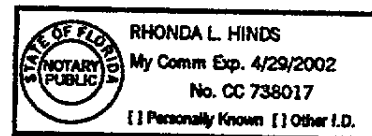

Paula Hughes

STATE OF FLORIDA
COUNTY OF BREVARD

I HEREBY CERTIFY that on this day, before me a Notary Public duly authorized in the State and County named above to take acknowledgments, personally appeared as subscriber in and who executed the foregoing Articles of Incorporation, and who acknowledged before me that he subscribed to those Articles of Incorporation.

WITNESS my hand and official seal in the County and State named above this 13 day of August 1998.


Notary Public



DESIGNATION
AS
REGISTERED AGENT

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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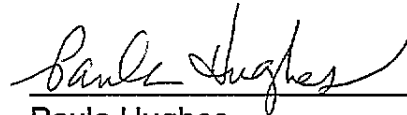
In compliance with Section 48.091, and Section 607.034, Florida Statutes,
the following is submitted:

/Unlimited

That HIES, Inc. desiring to organize under the laws of the State of Florida,
with its principal office at 1860 N. Atlantic Ave, #B207, Cocoa Beach, Florida
32931, has named Paula Hughes, located at 1860 N. Atlantic Ave #B207, Cocoa
Beach, Brevard County, Florida 32931, as it's agent to accept service of process
within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above named
Corporation, at the place designated in this certificate, the undersigned agrees to
act in this capacity, relative to keeping the designated office open.



Paula Hughes
Registered Agent