

P98000075680

August 20, 1998

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

RE.: Ben Hatfield & Associates, Inc.

Dear Secretary:

Please find enclosed the original and one copy of the Articles of Incorporation and Certificate designating Registered Agent with regard to Ben Hatfield & Associates, Inc., along with a check for \$78.75 for Filing Fee and a Certificate of Status.

Response should be to me at the following address:

Mark Downey
6955 Oakcliff Road
Pensacola, Florida 32526
Phone: (850) 457-8636
Fax: (850) 457-8636

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Thank you for your cooperation in this matter.

Sincerely,



Mark Downey

FILED
98 AUG 27 AM 11:39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Enclosure: Articles; Certificate designating agent; check #1385

Dmc
8/31/98

**ARTICLES OF INCORPORATION
OF
BEN HATFIELD & ASSOCIATES, INC.**

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In compliance with the requirements of Florida Statute 607, the undersigned has this day voluntarily organized for the purpose of forming a corporation and does hereby certify:

ARTICLE I - NAME

The name of the corporation is BEN HATFIELD & ASSOCIATES, INC., hereafter called the "Corporation."

ARTICLE II - DURATION

This corporation shall have a perpetual existence commencing on the date of filing of the Articles of Incorporation.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business as allowed under the laws of the State of Florida.

ARTICLE IV - INITIAL PRINCIPAL OFFICE

The street address and mailing address of the initial principal office of this corporation is 8050 North 9th Avenue, #52, Pensacola, Florida 32514.

ARTICLE V - CAPITAL STOCK

The maximum number of shares this corporation is authorized to issue is 1,000, all of which shall be common shares. All common shares shall be identified with each other in every respect and the holders thereof shall be entitled to one vote for each share on all matters on which shareholders have the right to vote.

ARTICLE VI - 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 thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

**ARTICLE VII - STOCKHOLDER AND CORPORATION
OPTION TO PURCHASE STOCK**

In case a stockholder desires to sell his shares of stock he must first offer them for sale to the remaining shareholders, it being the intention to give them a preference in the purchase or such shares, and any attempted sale in violation of this provision is null and void.

If none of the stockholders desire to purchase the shares of stock, the stockholder must then offer the corporation the option to purchase, it being the intention to give the corporation the second preference in the purchase of such shares, and any attempted sale in violation of this provision is null and void.

A stockholder desiring to sell his stock shall file notice in writing of his intention with the secretary of the corporation, stating the terms of sale, and unless his terms are accepted by any or all of the other stockholders within ten (10) days thereafter, then the corporation has five (5) days to exercise its option.

ARTICLE VIII - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office is located at 8050 North 9th Avenue, #52, Pensacola, Florida 32514, and the name of the initial registered agent of this corporation at this address is Ben Hatfield.

ARTICLE IX - INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time by the by-laws but shall never be less than one (1). The name and address of the initial director and officer of this corporation is: Ben Hatfield at 8050 North 9th Avenue, #52, Pensacola, Florida 32514.

ARTICLE X - INCORPORATORS

The name and address of the person signing these articles as the incorporator of these articles of incorporation is: Ben Hatfield at 8050 North 9th Avenue, #52, Pensacola, Florida 32514.

ARTICLE XI - BY-LAWS

The power to adopt, alter, amend or repeal by-laws shall be vested in the Board of Directors and the shareholders.

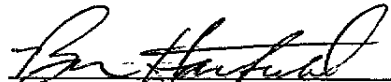
ARTICLE XII - ACTION BY DIRECTORS WITHOUT A MEETING

The directors of this corporation may take action by written consent, as provided by law.

ARTICLE XIII - AMENDMENT

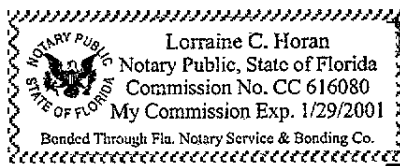
This corporation reserves the right to amend or repeal any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 21st day of August, 1998.


Ben Hatfield / Incorporator

**STATE OF FLORIDA
COUNTY OF ESCAMBIA**

The foregoing instrument was acknowledged before me this 21st day of August, 1998 by Ben Hatfield who is personally known to me or who has produced FL DL# H314-061-69-270-9 as identification.


Lorraine C. Horan
NOTARY PUBLIC
CC 616080

NUMBER: _____
MY COMMISSION EXPIRES: 1/29/2001

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

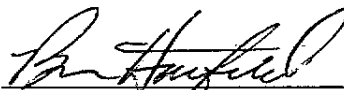
In pursuance of Chapter 48.091, Florida Statutes, the following is submitted to
compliance with said Act:

That BEN HATFIELD & ASSOCIATES, INC., desiring to organize under the
laws of the State of Florida with its principal office in the City of Pensacola, Florida, has
named Ben Hatfield, located at 8050 North 9th Avenue, #52, Pensacola, Florida 32514, as
its agent to accept service of process within this state.

ACKNOWLEDGMENT:

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

Dated this 21st day of August, 1998.

By: 
Ben Hatfield / Resident Agent

98 AUG 27 AM 11:39
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA