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FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 OCT -5 AM 10:22

October 2, 1998

Division of Corporations
Department of State
Post Office Box 6327
Tallahassee, Florida 32314

RE: Harbour Holdings, Inc.

400002655714--6
-10/05/98--01094--017
****122.50 *****78.75

Dear Sir/Madam:

Enclosed please find the original and one copy of Articles of Incorporation and original Statement of Acceptance and Designation of Registered Agent for the above-referenced corporation. If these documents meet with your approval, please file the originals and return a certified copy of the Articles to me in the enclosed self-addressed, stamped envelope provided for your convenience. Our check in the amount of \$122.50 is also enclosed.

Should you have any questions, please do not hesitate to contact me.

Very truly yours,

Ledman & Hamm, P.A

Michelle R. Booth

Michelle R. Booth
Secretary to W. Gerald Hamm

/mrb
Enclosure

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B. BROWN OCT - 7 1998

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**ARTICLES OF INCORPORATION
OF
HARBOUR HOLDINGS, INC.**

The undersigned, acting as incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation

ARTICLE I – NAME

The name of this corporation is HARBOUR HOLDINGS, INC.

ARTICLE II – PURPOSE

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

ARTICLE III – CAPITAL STOCK

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

ARTICLE IV – INITIAL PRINCIPAL OFFICE AND REGISTERED AGENT

The address of the initial principal office of the corporation in the State of Florida is Post Office Box 12065, Panama City, FL 32401-9065, and the name of the initial registered agent is W. Gerald Hamm, Esq., whose address is 1007 Jenks Avenue, Panama City, FL 32401.

ARTICLE V – MANAGEMENT BY SHAREHOLDERS

The business of this corporation shall be managed by its shareholders rather than a Board of Directors. In the management of the business of this corporation, the act of the shareholders representing the majority of the outstanding shares of the corporation entitled to vote, represented in person or by proxy, shall be the act of the shareholders, except as otherwise provided for in any Shareholders' Agreement entered into. Each shareholder shall be entitled to one vote in person, or by proxy, for each share of voting stock held by him. A majority of the outstanding shares of the corporation entitled to vote, represented in person or by proxy shall constitute a quorum at any meeting of the shareholders for the management of the corporation business.

ARTICLE VI – PREEMPTIVE RIGHTS

The shareholders of the corporation shall have the preemptive right to acquire unissued or treasury shares of the corporation in proportion to their respective percentages of stock ownership.

ARTICLE VII – INDENFICIATION

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


ARTICLE VIII – TERM OF EXISTENCE

This corporation shall have perpetual existence and shall commence upon the filing of these Articles of Incorporation.

ARTICLE IX – INCORPORATOR

The name of the person signing these Articles is Gary M. Salow whose address is
Post Office Box 12065, Panama City, FL 32401-9065.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of
Incorporation this 1st day of October, 1998




Gary M. Salow

STATE OF FLORIDA
COUNTY OF BAY

The foregoing Articles of Incorporation of Harbour Holdings, Inc., was acknowledged
before me this 1st day of October, 1998, by Gary M. Salow, who (notary **must** check
applicable box)

X is personally known to me.
 produced a current Florida driver's license as identification.
 produced _____ as identification.



NOTARY PUBLIC
Print Name _____
Commission # _____
My Commission Expires: _____



Michelle R. Booth
MY COMMISSION # CC755167 EXPIRES
June 29, 2002
BONDED THRU TROY FAIN INSURANCE, INC.

STATEMENT OF ACCEPTANCE AND DESIGNATION OF REGISTERED AGENT

OF

HARBOUR HOLDINGS, INC.

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Having been named to accept service of process for the above-named corporation, at the place designated in the Articles of Incorporation, I hereby accept to act in this capacity, and agree to comply with the provisions of the Florida General Corporation Act relative to keeping open said office.

Dated this 2 day of October, 1998.


W. Gerald Hamm