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JOSEPH R. FISHER

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FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 OCT 21 AM 9:22

OCTOBER 19, 1998

STATE OF FLORIDA
SECRETARY OF STATE
DIVISION OF CORPORATIONS
POST OFFICE BOX 6327
TALLAHASSEE, FLORIDA 32314

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*****70.00 *****70.00

GENTLEMEN:

ENCLOSED, PLEASE FIND, THE ORIGINAL AND ONE DUPLICATE OF THE CERTIFICATE AND ARTICLES OF INCORPORATION FOR MANSFIELD BROTHERS, INC.

ALSO ENCLOSED, IS A CHECK IN THE AMOUNT OF \$70.00 FROM MANSFIELD BROTHERS, INC. TO COVER YOUR PROCESSING FEES.

WHEN THE DOCUMENTS HAVE BEEN PROCESSED, PLEASE FORWARD THEM DIRECTLY TO MY OFFICE AT 49 KINDRED STREET, STUART, FLORIDA 34994.

THANK YOU FOR YOUR COOPERATION IN THIS MATTER.

RESPECTFULLY,

Joseph R. Fisher
JOSEPH R. FISHER

encl. _____

Accounting

Taxes

D. BROWN OCT 22 1998

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ARTICLES OF INCORPORATION
OF
MANSFIELD BROTHERS, INC.

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I.

NAME

The name of this corporation shall be MANSFIELD BROTHERS, INC. and the address of this corporation is ROYAL PALM FINANCIAL CENTER II, 789 S. FEDERAL HIGHWAY, SUITE 209, STUART, FLORIDA 34994.

ARTICLE II.

DURATION

This corporation shall have perpetual existence.

ARTICLE III.

PURPOSE

This corporation is organized to transact any lawful business permitted under the laws of the United States of America and the State of Florida.

ARTICLE IV.

CAPITAL STOCK

This corporation is authorized to issue 1500 shares of common stock, which shall have the par value of \$ NO PAR OR STATED VALUE of each.

The consideration to be paid for each share shall be payable in money, property, or services, at a just valuation to be fixed by the Board of Directors.

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 or her 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 VI.

CAPITALIZATION

Shares of capital stock of this corporation shall be issued initially to the following persons and in the amount set opposite their name:

CLAY B. MANSFIELD	500 shares
WILLIAM H. MANSFIELD	500 shares
BARRY C. HIXON	500 shares

ARTICLE VII.

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 49 KINDRED STREET STUART, FL 34994. and the name of the initial registered agent of this corporation at that address is JOSEPH R. FISHER.

ARTICLE VIII.

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 By-Laws but shall never be less than one. The name and address of the initial officer of this corporation are:

BARRY C. HIXON
789 S. FEDERAL HIGHWAY.....
STUART, FLORIDA 34994.....

SECRETARY

ARTICLE IX.

INCORPORATORS

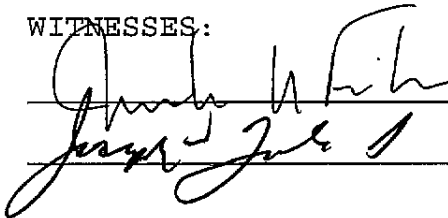
The name and address of the incorporators signing these Articles of Incorporation are:

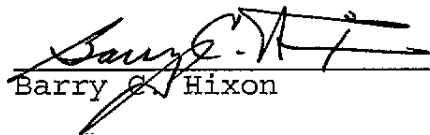
BARRY C. HIXON

789 S FEDERAL HIGHWAY
STUART, FLORIDA 34994

IN WITNESS WHEREOF, the subscribing incorporator hereunto sets his hand and seal this 19th day of October, 1998.

WITNESSES:




Barry C. Hixon

STATE OF FLORIDA

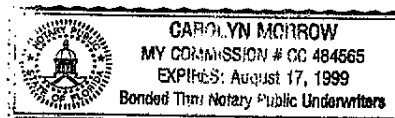
COUNTY OF Martin

BEFORE ME, a Notary Public, authorized to take acknowledgements in the State and County set forth above, personally appeared BARRY C. HIXON known to me and known by me to be the subscribing incorporators who executed the foregoing Articles of Incorporation, and they acknowledged before me that they executed the same freely and voluntarily.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 19th day of October, 1998.

Carolyn Morrow
Notary Public

My Commission Expires:

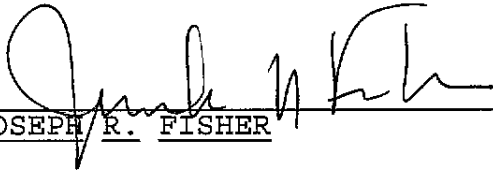


Barry Hixon is personally known by me.
CM

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ACCEPTANCE OF RESIDENT AGENT

I, having been named to accept service of process for
the above-named corporation, at the place designated in the
Articles of Incorporation, hereby accept to act in this capa-
city and agree to comply with the provision of said Act relative
to keeping open said office.



JOSEPH R. FISHER