



ACCOUNT NO. : 072100000032

REFERENCE : 020741 169624A

AUTHORIZATION :

COST LIMIT : \$ 70.00

*Patricia Piguet*

ORDER DATE : November 4, 1998

ORDER TIME : 10:48 AM

ORDER NO. : 020741-005

CUSTOMER NO: 169624A

CUSTOMER: Ms. Joan C. Zaks  
BUCKINGHAM DOOLITTLE &  
BUCKINGHAM DOOLITTLE &  
5551 Ridgewood Drive

Naples, FL 33963

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DIVISION OF CORPORATIONS  
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DOMESTIC FILING

NAME: HARNEY/DAVIS SALES, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Tamara Odom

EXAMINER'S INITIALS:

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**ARTICLES OF INCORPORATION  
OF  
HARNEY/DAVIS SALES, INC.**

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THE UNDERSIGNED, acting as sole incorporator of a corporation to be formed under the Florida Business Corporation Act, adopts the following Articles of Incorporation:

FIRST: The name of the corporation (the "Corporation") is:

Harney/Davis Sales, Inc.

SECOND: The initial principal office and mailing address of the Corporation is:

11219 Sanctuary Drive  
Bradenton, FL 34209

THIRD: The aggregate number of shares that the Corporation is authorized to issue is TEN THOUSAND (10,000) shares of common stock and the par value of each share shall be TEN CENTS (\$.10). Par value shall have no effect on the Corporation's capital structure.

FOURTH: The street address of the initial registered office of the Corporation is:

11219 Sanctuary Drive  
Bradenton, FL 34209

and the name of the Corporation's initial registered agent at such address is:

Robert W. Davis

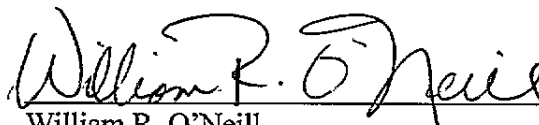
FIFTH: The number of directors constituting the initial Board of Directors of the Corporation is one (1), and the name and address of each person who is to serve as a director of the Corporation until the first annual meeting of the shareholders of the Corporation, or until one or more successors have been elected and qualify, is:

Robert W. Davis  
11219 Sanctuary Drive  
Bradenton, FL 34209

SIXTH: The name and address of the sole incorporator is:

William R. O'Neill  
c/o Buckingham, Doolittle & Burroughs, LLP  
5551 Ridgewood Drive, Suite 201  
Naples, FL 34108

IN WITNESS WHEREOF, the undersigned, being the sole incorporator herein before named, for the purpose of forming a corporation under the Florida Business Corporation Act, has executed these Articles of Incorporation this 31st day of October, 1998.



William R. O'Neill

Sole Incorporator

I, Robert W. Davis, having been designated to act as registered agent, hereby agree to act in this capacity.



Robert W. Davis

Initial Registered Agent

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