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FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 NOV 16 PM 4:07

ALBERT J. STOPKA, III, P.A.
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P. O. Box 300
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November 12, 1998

Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

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-11/17/98--01011--003
122.50 *78.75

RE: Hercolees, Inc.
Our File No. 97.1

To Whom It May Concern:

Enclosed please find the original and one copy of the Articles of Incorporation of the above referenced corporation, together with the Acceptance of Resident Agent and our firm's check in the amount of \$122.50 to cover the following costs:

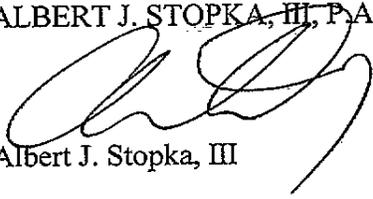
Filing Fees	\$ 35.00
Registered Agent Designation	\$ 35.00
Certified Copy	\$ 52.50
	\$122.50

Please file these Articles upon receipt and return a certified copy to us.

Thank you for your assistance with this matter. If there are any questions, please do not hesitate to give me a call

Sincerely,

ALBERT J. STOPKA, III, P.A.



Albert J. Stopka, III

AJS/mab
Enclosure(s)

D. BROWN NOV 18 1998

ARTICLES OF INCORPORATION
OF
HERCOLEES, INC.

SECRETARY OF STATE
DIVISION OF CORPORATIONS
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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 AND ADDRESS

The name of this corporation is Hercolees, Inc. and the street address of the initial principal office is 5103 Stratford Avenue, Panama City, Florida 32404.

ARTICLE II - PURPOSE

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

ARTICLE III - CAPITAL STOCK

This 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 - REGISTERED AGENT AND OFFICE ADDRESS

The name of the initial registered agent is Albert J. Stopka, III, whose street address is 108 Mosley Drive, Lynn Haven, Florida 32444.

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 business corporation.

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

ARTICLE VII - INDEMNIFICATION

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 is to exist perpetually.

ARTICLE IX - INCORPORATOR

The name of the person signing these Articles is David W. Marlowe whose address is 5103 Stratford Avenue, Panama City, Florida 32404.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 12th day of November, 1998.

David W. Marlowe
David W. Marlowe

STATE OF FLORIDA
COUNTY OF BAY

The foregoing Articles of Incorporation of Herculees, Inc. was acknowledged before me this 12th day of November, 1998, by David W. Marlowe, who: (notary **must** check applicable box)

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

(SEAL)



Mary Boyd
MARY BOYD
(Print Name)

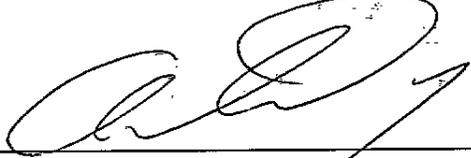
Notary Public
Commission # CC-493609
My Commission Expires: 12-13-99

ACCEPTANCE OF DESIGNATION OF REGISTERED AGENT
OF
HERCOLEES, INC.

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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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 12th day of November, 1998.


Albert J. Stopka, III
Registered Agent