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James H. McAnly

Attorney at Law
222 East Oak Street
Arcadia, Florida 34266
Telephone (941) 494-0062
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November 3, 1998

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11/09/98-01113-009

***122.50 ***78.75

Florida Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32301

Re: Articles of Incorporation
H & M Industries, Inc.

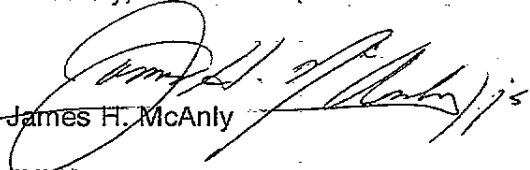
Gentlemen:

Enclosed please find an original and one copy of Articles of Incorporation for Strategic Marketing Services, Inc., Certificate for Resident Agent, and a check in the amount of \$122.50 for filing fees and Certificate Under Seal.

Upon completion of filing, please forward the certified copy of the Articles of Incorporation to this office.

Thank you for your assistance in this matter.

Sincerely,


James H. McAnly

JHM/jes
Enclosures

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FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

B. BROCK DEC 1 1998

98-25468

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

November 12, 1998

JAMES H. MCANLY, ESQUIRE
222 EAST OAK STREET
ARCADIA, FL 32825

SUBJECT: H & M INDUSTRIES, INC.
Ref. Number: W98000025468

We have received your document for H & M INDUSTRIES, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an administratively dissolved/revoked entity. Names of administratively dissolved/revoked entities are not available for one year from the date of administrative dissolution/revocation unless the dissolved/revoked entity provides the Department of State with a notarized affidavit stating that they have no intention of reinstating, therefore, releasing the name for use to another entity.

Simply adding "of Florida" or "Florida" to the end of a name is not acceptable.

We regret that we were unable to contact you by phone. Please return the corrected document with a letter providing us with an address and telephone number where you can be reached during working hours.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6925.

Barbara Brock
Document Specialist

Letter Number: 698A00054608

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

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**ARTICLES OF INCORPORATION
OF
H & M INDUSTRIES OF ARCADIA, INC.**

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

ARTICLE I. - NAME

The name of this corporation is **H & M INDUSTRIES OF ARCADIA, INC.**

ARTICLE II. - PERMITTED BUSINESSES AND ACTIVITIES

This corporation may engage in every phase of any and all activities or businesses permitted by the laws of the United States and the State of Florida or any other state, territory, district or possession of the United States and all such activities or businesses as may be permitted in any foreign country. Without limiting the generality of the foregoing, the corporation shall have power to:

(a) Conduct business, have one or more offices in, and buy, sell, convey, lease or otherwise dispose of real and personal property in this state and in any of the several states, territories, possessions and dependencies of the United States, the District of Columbia and in foreign countries.

(b) Purchase the corporate assets of any other corporation and engage in the same character of business.

(c) Acquire, enjoy, utilize and dispose of patents, copyrights and trademarks and any licenses or other rights or interests thereunder or therein.

(d) Take, hold, sell and convey such property as may be necessary in order to obtain or secure payment of any indebtedness or liability to it.

(e) Guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise dispose of the shares of the capital stock of, or any bonds, securities or other evidences or indebtedness created by any other corporation of this state or any other state or government and while owner of such stock to exercise all the rights, powers and privileges of ownership, including the right to vote such stock.

(f) Purchase, hold, sell and transfer shares of its own capital stock from the surplus of its assets over its liabilities, including capital. Shares of its own capital stock, owned by this corporation, shall not be voted directly or indirectly or counted as outstanding for the purpose of any stockholder's quorum or vote.

(g) Contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidences or indebtedness, and execute such mortgages, transfers or corporate property or other instruments, to secure the payment of corporate indebtedness as required.

(h) Make gifts for educational, scientific or charitable purpose.

(i) Indemnify any person made a party, or threatened to be made a party, to any threatened, pending or completed action, suit or proceeding against liability for their good faith acts and omissions to the extent provided by law.

(j) Purchase and maintain insurance on behalf of any person who is or was a director, officer, employee, or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against liability arising out of his status as such, whether or not the corporation would have the power to indemnify him against such liability under the provisions of subsection (i) of hereof.

(k) Enter into general partnership, limited partnerships (whether the corporation be a limited or general partner), joint ventures, syndicates, pools, associations and other arrangements for carrying on one or more of the proposes set forth in this certificate of incorporation, jointly or in common with others, so long as the participating corporation, person or association would have power to do so alone.

The foregoing clauses are both purposes and powers, and the foregoing enumeration of specific powers does not limit or restrict in any manner the powers of the corporation.

ARTICLE III. - CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is:

100 shares of common stock
having a nominal or par value of FIVE DOLLARS
(\$5.00) per share.

The consideration to be paid for each share shall be as fixed by the stockholders and may take the form of services rendered, cash, property or any other form with a value, in the judgment of the stockholders, as equivalent to or greater than the value of the shares.

ARTICLE IV. - TERM OF EXISTENCE

This corporation shall have perpetual existence commencing on the date of this filing of these Articles with the Department of State.

**ARTICLE V. - PRINCIPAL PLACE OF BUSINESS AND
REGISTERED AGENT**

The street address of the principal place of business of the corporation in the State of Florida is **4957 Highway 17 South, Arcadia, Florida 34266**, and the name of the corporation's initial registered agent is **JAMES H. McANLY**, whose address is 222 East Oak Street, Arcadia, Florida 34266, and whose post office address is the same. The stockholders may from time to time designate such other addresses and places in Florida for the principal office of this corporation as they may see fit.

ARTICLE VI. - DIRECTORS

This corporation will not have directors. The business of the corporation shall be managed by the stockholders.

ARTICLE VIII - INCORPORATORS

The name and street address of the incorporator to these Articles or Incorporation are:

Name

Address

C. William Hansen

8144 N.E. Browning Drive
Arcadia, Florida 34266

The incorporator of these Articles of Incorporation hereby assigns to this corporation any and all of his rights to constitute a corporation.

ARTICLE IX. - INDEMNIFICATION

The corporation shall indemnify any Stockholder to the full extent permitted by law.

ARTICLE X

The officers who shall manage all of the affairs of this corporation shall be the Trustees of this corporation, which shall be three (3) in number, and they shall serve until such time as new trustees are elected or appointed as the Bylaws direct:

President	C. William Hansen 8144 N.E. Browning Drive Arcadia, Florida 34266
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Vice President	Elaine J. Hansen 8144 N.E. Browning Drive Arcadia, Florida 34266
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Secretary/Treasurer Christopher G. Meyer
2129 N.E. Bishop Street
Arcadia, Florida 34266

ARTICLE X. - AMENDMENTS

The corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter prescribed by law. Every amendment shall be approved by the stockholders at a stockholders' meeting by a majority of the stock entitled to vote thereon or in such other manner as may be provided by law.

IN WITNESS WHEREOF, I have hereunto set my hand and seal, acknowledged and filed the foregoing Articles of Incorporation, under the laws of the State of Florida, on this 19TH day of November 1998.


C. WILLIAM HANSEN

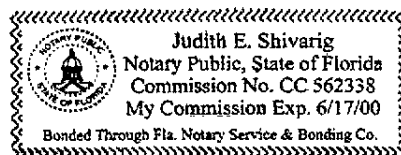
STATE OF FLORIDA
COUNTY OF DESOTO

BEFORE ME, the undersigned authority, personally appeared C. WILLIAM HANSEN, to me known to be the person described in and who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed the same.

WITNESS my hand and official seal in the County and State last aforesaid on this 19TH day of November 1998.

Personally Known X or
Produced Identification _____
Type of Identification: _____


JUDITH E. SHIVARIG
NOTARY PUBLIC, State of Florida



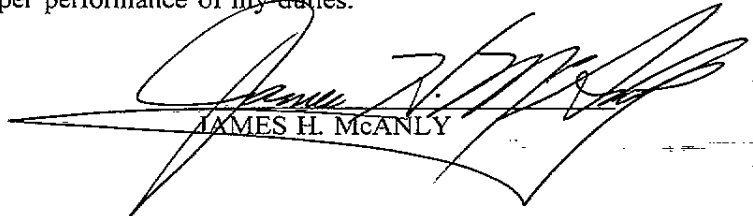
**CERTIFICATE DESIGNATING REGISTERED AGENT AND
PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS
WITHIN FLORIDA AND ACCEPTANCE OF AGENT
UPON WHOM THE PROCESS MAY BE SERVED**

In compliance with Sections 48.091 and 607.034, Florida Statutes, the following is submitted:

FIRST that **H & M INDUSTRIES OF ARCADIA, INC.**, desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at **4957 Highway 17 South, Arcadia, Florida 34266**, has named **JAMES H. McANLY, Attorney at Law, 222 East Oak Street, Arcadia, Florida 34266**, and whose post office address is the same, as its agent to accept service of process within Florida.

ACKNOWLEDGMENT

HAVING BEEN named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby accept to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper performance of my duties.


JAMES H. McANLY

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
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