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DIVISION OF CORPORATIONS
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FAX COVER PAGE

FROM: Ronald E. Chamberlain

DATE: 2/5/99

TO: Div of Corp. o

No. of Pages (including Cover Page) _____

FAX #: _____

SUBJECT:

HFC Resources Group, Inc. Please file the
enclosed Articles of Incorporation +
return a stamped copy to me showing
date of filing. Check for \$70 enclosed

Thank

RC Chamberlain

If you have any problems with this Fax Transmission, or do not receive the required number of pages, please contact me at the above telephone number.

The information contained in this transmission is confidential and it is intended for the use of the person or entity named above. If the reader of this message is not the intended recipient, or if you have received this communication in error, please notify me at the above telephone number.

You may call collect, if necessary.

ARTICLES OF INCORPORATION

OF

HFC RESOURCES GROUP, INC.

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The undersigned subscriber to these Articles of Incorporation is a natural person competent to contract and hereby forms a Corporation for profit under Chapter 607 of the Florida Statutes.

ARTICLE 1 - NAME

The name of the Corporation is HFC RESOURCES GROUP, INC., (hereinafter, "Corporation").

ARTICLE 2 - PURPOSE OF CORPORATION

The Corporation shall engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE 3 - PRINCIPAL OFFICE

The address of the principal office of this Corporation is 213 North Bay Hill Boulevard, Safety Harbor, Florida 34695 and the mailing address is the same.

ARTICLE 4 - INCORPORATOR

The name and street address of the incorporator of this Corporation is:

Ronald D. Santee
213 North Bay Hill Boulevard
Safety Harbor, Florida 34695

ARTICLE 5 - OFFICERS

The initial officers of the Corporation shall be:

President:	Ronald D. Santee
Vice President:	Gregory Gray
Secretary:	Vickie Gray
Treasurer:	Margaret Santee

whose address shall be the same as the principal office of the Corporation.

ARTICLE 6 - DIRECTOR(S)

The initial Director of the Corporation shall be:

Ronald D. Santee

whose address shall be the same as the principal office of the Corporation. The number of Directors may be increased or decreased from time to time in the manner provided by the bylaws of this Corporation, but no decrease shall have the effect of shortening the term of any incumbent Director.

ARTICLE 7 - CORPORATE CAPITALIZATION

7.1 The maximum number of shares that this Corporation is authorized to have outstanding at any time is **ONE THOUSAND (1,000)** shares of common stock, each share having the par value of **ONE DOLLAR (\$1.00)**.

7.2 No holder of shares of stock of any class shall have any preemptive right to subscribe to or purchase any additional shares of any class, or any bonds or convertible securities of any nature; provided, however, that the Board of Director(s) may, in authorizing the issuance of shares of stock of any class, confer any preemptive right that the Board of Director(s) may deem advisable in connection with such issuance.

7.3 The Board of Director(s) of the Corporation may authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, or securities convertible into shares of its stock of any class, whether now or hereafter authorized, for such consideration as the Board of Director(s) may deem advisable, subject to such restrictions or limitations, if any, as may be set forth in the bylaws of the Corporation.

7.4 The Board of Director(s) of the Corporation may, by Restated Articles of Incorporation, classify or reclassify any unissued stock from time to time by setting or changing the preferences, conversions or other rights, voting powers, restrictions, limitations as to dividends, qualifications, or term or conditions of redemption of the stock.

ARTICLE 8 - SUB-CHAPTER S CORPORATION

The Corporation may elect to be an S Corporation, as provided in Sub-Chapter S of the Internal Revenue Code of 1986, as amended.

8.1 The shareholders of this Corporation may elect and, if elected, shall continue such election to be an S Corporation as provided in Sub-Chapter S of the Internal Revenue Code of 1986, as amended, unless the shareholders of the Corporation unanimously agree otherwise in writing.

8.2 After this Corporation has elected to be an S Corporation, none of the shareholders of this Corporation, without the written consent of all the shareholders of this Corporation, shall take any action, or make any transfer or other disposition of the shareholders' shares of stock in the Corporation, which will result in the termination or revocation of such election to be an S

Corporation, as provided in Sub-Chapter S of the Internal Revenue Code of 1986, as amended.

8.3 Once the Corporation has elected to be an S Corporation, each share of stock issued by this Corporation shall contain the following legend:

"The shares of stock represented by this certificate cannot be transferred if such transfer would void the election of the corporation to be taxed under Sub-Chapter S of the Internal Revenue Code of 1986, as amended."

ARTICLE 9 - SHAREHOLDERS' RESTRICTIVE AGREEMENT

All of the shares of stock of this Corporation may be subject to a Shareholders' Restrictive Agreement containing numerous restrictions on the rights of shareholders of the Corporation and transferability of the shares of stock of the Corporation. A copy of the Shareholders' Restrictive Agreement, if any, is on file at the principal office of the Corporation.

ARTICLE 10 - POWERS OF CORPORATION

The Corporation shall have the same powers as an individual to do all things necessary or convenient to carry out its business and affairs, subject to any limitations or restrictions imposed by applicable law or these Articles of Incorporation.

ARTICLE 11 - TERM OF EXISTENCE

This Corporation shall have perpetual existence.

ARTICLE 12 - REGISTERED OWNER(S)

The Corporation, to the extent permitted by law, shall be entitled to treat the person in whose name any share or right is registered on the books of the Corporation as the owner thereto, for all purposes, and except as may be agreed in writing by the Corporation, the Corporation shall not be bound to recognize any equitable or other claim to, or interest in, such share or right on the part of any other person, whether or not the Corporation shall have notice thereof.

ARTICLE 13 - REGISTERED OFFICE AND REGISTERED AGENT

The initial address of registered office of this Corporation HFC RESOURCES GROUP, INC., located at 213 North Bay Hill Boulevard, Safety Harbor, Florida 34695. The name and address of the registered agent of this Corporation is Ronald D. Santee, 213 North Bay Hill Boulevard, Safety Harbor, Florida 34695.

ARTICLE 14 - BYLAWS

The Board of Director(s) of the Corporation shall have power, without the assent or vote of the shareholders, to make, alter, amend or repeal the Bylaws of the Corporation, but the affirmative

vote of a number of Directors equal to a majority of the number who would constitute a full Board of Director(s) at the time of such action shall be necessary to take any action for the making, alteration, amendment or repeal of the bylaws. Regulations for the conduct of the business of this Corporation other than as set forth herein or as prescribed by the laws of the State of Florida, shall be embodied in the Bylaws of the Corporation.

ARTICLE 15 - INDEMNIFICATION

This Corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law. If all the officers or directors severally or collectively consent in writing to any action taken or to be taken by the Corporation, and the writings evidencing their consent filed with the Secretary of the Corporation, the actions shall be valid as though same had been authorized at a meeting of the Board of Directors.

ARTICLE 16 - AMENDMENT

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, or in any amendment hereto, or to add any provision to these Articles of Incorporation or to any amendment hereto, in any manner now or hereafter prescribed or permitted by the provisions of any applicable statute of the State of Florida, and all rights conferred upon shareholders in these Articles of Incorporation or any amendment hereto are granted subject to this reservation.

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, this 5 day of February, 1999.

Ronald D. Santee
Ronald D. Santee, Incorporator

ACCEPTANCE BY REGISTERED AGENT

Having been named as registered agent for the above-stated corporation, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties and I accept the duties and obligation of Section 607.0505, Florida Statutes as, from time-to-time, amended.

Ronald D. Santee
Ronald D. Santee

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