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William A. Adams

Accountant & Business Consultant

13100 Pine Borough Lane
Palm Beach Gardens, Florida 33418

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-02/15/99--01076--017
*****70.00 *****70.00

February 12, 1999

Ms Katharine Harris
Secretary of State of Florida
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Dear Ms Harris:

Enclosed are the Articles of Incorporation for:

HAYDON & HAYDON, INC.

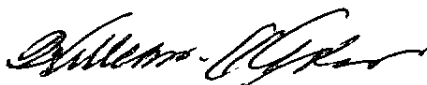
and a check in the amount of \$70.00 to cover the cost of the various fees.

Please return the notice of filing with the assigned document number to my office at:

William A. Adams
13100 Pine Borough Lane
Palm Beach Gardens, Florida 33418

Thank you,

Sincerely,


William A. Adams

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99 FEB 15 PM 2:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

P. Hall
FEB 16 1999

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ARTICLE OF INCORPORATION

OF

HAYDON & HAYDON, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I
NAME

The name of the Corporation is: Haydon & Haydon, Inc.

ARTICLE II
DURATION

This Corporation shall have perpetual existence.

ARTICLE III
PURPOSE

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

ARTICLE IV
REGISTERED OFFICE AND AGENT

The street address of the registered office and the principal place of business is: 2419 SE 27th Street, Okeechobee, Florida 34974

and the initial registered agent(s) of this Corporation at that address is: Ellis R. Haydon

ARTICLE V
BOARD OF DIRECTORS

This Corporation shall have one director(s) initially. The number of directors may be increased or decreased from time to time by the By-Laws. The name(s) and address(es) of the initial director(s) of this Corporation is:

<u>NAME</u>	<u>ADDRESS</u>
Ellis R. Haydon	2419 SE 27th Street, Okeechobee, Fl., 34974
Rita A. Koger	2419 SE 27th Street, Okeechobee, Fl., 34974

ARTICLE VI
CAPITAL STOCK

This Corporation is authorized to issue One Hundred (100) shares of One Dollar (\$1.00) par value common stock.

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ARTICLE VII
INCORPORATORS

The name(s) and address(es) of the person(s) signing these Articles of Incorporation are:

<u>NAME</u>	<u>ADDRESS</u>
Ellis R. Haydon	2419 SE 27th Street, Okeechobee, Fl., 34974
Rita A. Koger	2419 SE 27th Street, Okeechobee, Fl., 34974

ARTICLE VIII
POWERS

This Corporation shall have all the Corporate powers enumerated in the Florida General Corporation Act.

ARTICLE IX
MEETINGS BY CONFERENCE TELEPHONE

Members of the board of Director(s) may participate in meetings of the Board of Director(s) by means of a conference telephone provided by law.

ARTICLE X
ACTION BY BOARD OF DIRECTORS WITHOUT A MEETING

The director(s) of this Corporation may take action by written consent.

ARTICLE XI
INDEMNIFICATION

The Corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE XII
AMENDMENT

This Corporation reserves the right to amend or repeal any provisions contained in these Articles, or any amendments hereto, any right conferred upon the shareholders is subject to this reservation.

CERTIFICATE DESIGNATING PLACE OF BUSINESS FOR SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

In compliance with Section 48.091, Florida Statutes, the following is submitted: Haydon & Haydon, Inc.
desiring to organize under the laws of the State of Florida, with its principal place of business: 2419 SE 27th St., Okeechobee, Fl., 34974

has named: Ellis R. Haydon

located at: 2419 SE 27th St., Okeechobee, Fl., 34974

as its agent to accept service of process within Florida.

E R Haydon
Ellis R. Haydon

Rita A. Koger
Rita A. Koger

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE NAMED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, 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.

E R Haydon
Agent: Ellis R. Haydon

Feb 13, 1999
Date

IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation this 13 day of February, 1999.

E R Haydon
Ellis R. Haydon

Rita A. Koger
Rita A. Koger

STATE OF FLORIDA)
COUNTY OF OKEECHOBEE)

Before me a notary public authorized to take acknowledgements the State and County aforesaid, personally appeared:
Ellis R. Haydon and Rita A. Koger,

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

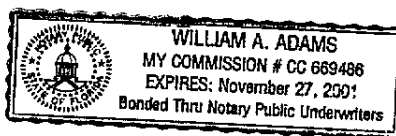
known to me and known by me to be the persons who executed the fore-
going Articles of Incorporation, and who has shown a valid Florida
Driver's License, and they acknowledged before me that they executed
those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official
seal in the State and County aforesaid, this 18 day of February,
1999.

William A. Adams

Notary Public

MY Commission Expires:



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SECRETARY OF STATE
TALLAHASSEE, FLORIDA