R. Scott Cross

Admitted 1975 Board Certified Civil Trial Lawyer



Main Office:

108 N. Magnolia Ave., Suite 101 Ocala, FL 34475

Branch Office:

Silver Springs Shores Telephone (352) 687-4400

S. Sue Robbins

Admitted 1981. Certified Family Law Mediator

Reply To: P.O. Box 2470 Ocala, FL 34478 Telephone (352) 732-3925

May 5, 1999 PROOUGA86

Corporate Records Bureau Division of Corporations Department of State Post Office Box 6327 Tallahassee, FL 32314

Hughes Business Ventures, Inc.

200002866932--1 -05/07/99--01069--001 ****122.50 *****78.75

Gentlemen:

Re:

Enclosed are duplicate originals of the proposed Articles of Incorporation for the above captioned corporation.

Please endorse your approval of the Articles on the duplicate copy, certify same, and return the certified copy to this office. It is understood that the original document with your endorsed approval is to be filed in your records pursuant to Florida law.

A check in the amount of \$122.50 is enclosed is cover the following:

Filing Fees	\$ 35.00
Certified Copy	\$ 52.50
Registered Agent Registration	\$35.00
Total	\$122.50

If any further charges are required, or if for any reason the Articles do not meet current requirements please so notify the undersigned by collect telephone call at (352) 732-3925.

Very truly yours,

-7 PM 2:31 h (of STATE ssee, florid)

R. Scott Cross

For the Firm RSC/cap

Enclosures

T. SMITH WAY 1 1 1999

ARTICLES OF INCORPORATION OF HUGHES BUSINESS VENTURES, INC.

99 MAY -7 PM 2: 31 SECRE FANY OF STATES TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation under the laws of the State of Florida, hereby adopt the following Articles of Incorporation:

ARTICLE I Name

The name of the corporation is HUGHES BUSINESS VENTURES, INC.

ARTICLE II Business

The corporation may engage in any activity or business permitted under the laws of the United States and Florida.

ARTICLE III Stock

The total number of shares of stock which the corporation will have authority to issue is one hundred (100) shares of One Dollar (\$1.00) per share par value common stock. All of said stock will be payable in cash or real or personal property or such consideration as may be fixed by the shareholders.

ARTICLE IV Registered Office and Agent

The initial address of the principal and registered office of the corporation is 8122 Fairways Circle, R202, Ocala, Florida 34472...

The name of the corporation's registered agent at said address is Richard S. Hughes.

ARTICLE V Management of Corporation by Shareholders

All corporate powers will be exercised by or under the authority of, and the business of the corporation will be managed by the shareholders rather than a Board of Directors, including the power to adopt, alter, amend, or repeal By-Laws.

ARTICLE VI Effective Date

The corporation will commence existence on the date of filing of these Articles.

ARTICLE VII Incorporator

Following is the name and street address of the persons signing these Articles as incorporator: Richard S. Hughes and Rita Hughes.

ARTICLE VIII Stockholders as Employees

There shall be no policy prohibiting stockholders from serving as corporate officers or employees. In the event that a stockholder is employed by the corporation, said stockholder shall be entitled to receive a reasonable salary for services rendered.

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

ARTICLE X Amendment

This corporation may amend its certificate of incorporation in any respect, provided that only such provisions shall be inserted by amendment as would be lawful and proper in an original certificate of incorporation made at the time of making such amendment. Every amendment shall be proposed by a stockholder and approved at a stockholders' meeting by not less than a majority of the stock entitled to vote thereon.

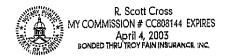
	IN WITNESS WHEREOF, we have execut	ed these Articles of Incorporation in duplicate on
this _	5 day of May, 1999.	
	· · · · · · · · · · · · · · · · · · ·	Richard S. Hughes
		Rita Hughes

STATE OF FLORIDA COUNTY OF MARION

I hereby certify that on this day, before me, an officer duly authorized to administer oaths and take acknowledgments, personally appeared Richard S. Hughes known to me to be the person described in and who executed the foregoing instrument, who acknowledged before me that he executed the same, and an oath was not taken. (Check one: __Said person is personally known to me or X Said person(s) provided the following type of identification:

Witness my hand and official seal in the County and State last aforesaid this ______ day of _______, 1999.

Notary Public
Printed Name:
Notary Rubber Stamp Seal:



ACCEPTANCE BY REGISTERED AGENT

IHEREBY ACCEPT my designation as Registered Agent for Hughes Business Ventures, Inc. as set forth in ARTICLE IV of the foregoing Articles of Incorporation, this ________, day of _________, 1999.

Richard S. Hughes

99 MAY -7 PM 2:31

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