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Robert D. Berg
3363 Airport Rd.
Crestview, FL 32539

April 5, 1999

Secretary of State
Division of Corporations
PO box 6327
Tallahassee, FL 32314

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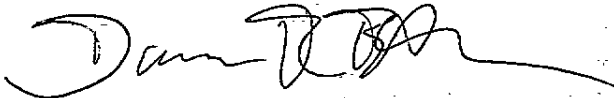
RE: H L R, INC.

Dear Sir or Madam:

Enclosed please find the original Articles of Incorporation and Designation of Registered Agent for service of process on the above-captioned corporation. It is our wish that the corporate existence of the corporation begin on, as soon as filed.

Please process these documents accordingly and return the certificate to the above address.

Included herewith is a check in the amount of \$87.50 to cover the filing fee and Certified Copy and Certificate, and the original and one (1) copy of the articles of incorporation.



Sincerely,
Donna R. Bahm
Registered Agent

FILED
99 MAY 10 PM 1:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T. SMITH MAY 12 1999

ARTICLES OF INCORPORATION

OF

H L R, INC.

The undersigned incorporator, for the purpose of forming a corporation in accordance with the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I

Name

The name of the corporation shall be **H L R, INC.**

ARTICLE II

Place

The principal place of business shall be 3363 Airport Rd. Crestview, FL 32539, in Okaloosa County. The mailing address shall be 1455 So. Ferdon Suite A-1, Crestview, FL 32539

ARTICLE III

Duration

The corporation shall exist perpetually.

ARTICLE IV

PURPOSE

The purpose or purposes for which this corporation is organized is to engage in any activity or business permitted under the laws of the United States and the State of Florida. This shall be a general purpose corporation. It's goals and purposes shall be determined by its directors. The corporation may hire such employees as may be necessary or desirable to accomplish its purposes, and may hold such licenses as are necessary or convenient for corporate purposes.

Additionally, the corporation shall be entitled to enter into contracts of every nature to own real or personal property, to borrow money, and to do all other things necessary or convenient to corporate purposes, and to do all things authorized by the State of Florida.

ARTICLE V

CAPITAL STOCK

The amount of capital stock authorized by the corporation shall be one thousand (1000) Shares of common stock with a par value of One Dollar (\$1.00) per share. The whole or any part of the capital stock of this corporation shall be payable in cash or in property, labor or services, at a just valuation to be fixed by the Board of Directors.

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TALLAHASSEE, FLORIDA

ARTICLE VI

MANAGEMENT OF CORPORATION BY SHAREHOLDERS

This is a closely held corporation with the intent to be a shareholder run business, therefore the Shareholders shall run this company in place of an elected board of directors. The initial officers of this corporation are as follows:

<u>Name</u>	<u>Address</u>	<u>Office</u>
Robert D. Berg	3363 Airport Rd. Crestview, FL 32539	President/Secretary/Treas.
Hanne G. Berg	3363 Airport Rd. Crestview, FL 32539	Chairman
Lisa C. Berg	3363 Airport Rd. Crestview, FL 32539	Vice President

ARTICLE VII

Powers to Amend Articles or Establish By-Laws

The powers to adopt, alter, or amend or repeal by-laws shall be vested in the shareholders.

ARTICLE VIII

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 maybe done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE IX

Action by Written Consent

Any action required by law, the Articles of Incorporation or the By-Laws of this corporation to be taken at any annual or special meeting of the shareholders of the corporation or any action which may be taken at any annual or special meeting such Shareholders, may be taken without a meeting, without prior notice or without a vote. If a consent in writing, setting forth the action so taken, shall be signed by the holders of outstanding stock, having not less than the minimum number of votes that would be necessary to authorize or take such action at a meeting at which all shares entitled to vote thereon were present and voted.

ARTICLE X

Incorporators

The name and address of the incorporators signing these Articles of Incorporation is Robert D. Berg, and Lisa C. Berg, 3363 Airport Rd. Crestview, FL 32539

ARTICLE XI

Initial Registered Agent and Office

The initial registered agent of this corporation is Donna R. Bahm.

The street address of the initial registered office of this corporation in the State of Florida is 1455 So. Ferdon Blvd. Suite A-1 Crestview, FL 32539. The Board of Directors may from time to time, move the principal office to any other address in Florida.

ARTICLE XII

Amendments

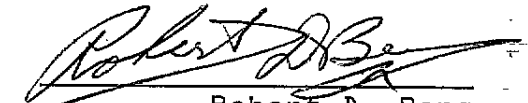
The Shareholders shall have the power to alter, amend, or repeal provisions of these articles.

ARTICLE XIV

Section 1244 Stock

It is the intent of this charter that the capital stock of the Corporation may be sold in accordance with the conditions of Sections 1242-1244, inclusive of the Internal Revenue Code of 1986, as amended.

IN WITNESS WHEREOF, THE UNDERSIGNED HAVE EXECUTED THESE ARTICLES OF INCORPORATION, THIS 31 DAY OF March, 1999.


Robert D. Berg

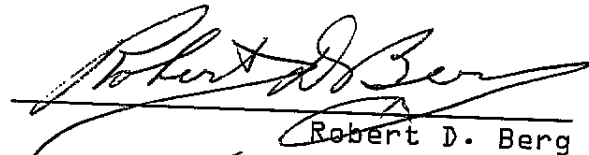

Lisa C. Berg

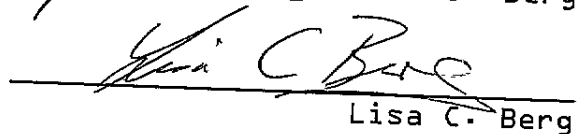
CERTIFICATE DESIGNATING REGISTERED AGENT AND PLACE OF BUSINESS OR
DOMICLE FOR THE SERVICE OF PROCESS WITHIN FLORIDA, AND ACCEPTANCE OF
AGENT UPON WHOM PROCESS MAY BE SERVED.

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

First that H L R, Inc., desiring to organize or qualify under the laws of the
State of Florida, with its principal place of business at
3363 Airport Rd. Crestview, FL 32539, has named Donna R. Bahm of
1455 So Ferdon Blvd. Suite A-1, Crestview, Fl 32539 as its agent to
accept service of process within Florida.

Dated this 31 day of March, 1999.


Robert D. Berg


Lisa C. Berg

ACKNOWLEDGEMENT

Having been named to accept service of process for the above corporation, at
the place designated in this certificate, I Donna R. Bahm, hereby accept to act
in this capacity and agree to comply with the provisions of all statutes relative
to the proper performance of my duties.


Donna R. Bahm

FILED
99 MAY 10 PM 1:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA