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O'NEILL & O'NEILL SERVICES, INC
ACCOUNTING, TAX RETURNS & RELATED SERVICES
1009 21ST STREET NORTH
PO BOX 50975
JACKSONVILLE BEACH, FL 32240-0975
904-249-3100 FAX 249-2111

June 15, 1999

FLORIDA SECRETARY OF STATE
DIVISION OF CORPORATIONS
PO BOX 6327
TALLAHASSEE, FL 32314

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*****70.00 *****70.00

RE: LADY HAWK ENTERPRISES, INC.

Enclosed please find the original Articles of Incorporation for the above-reference corporation, and a ~~check~~ in the amount of 70.00. Please file the Articles and return to us your letter confirming the filing.

money order

Thank you,

Karen B. O'Neill

Karen B. O'Neill, AS, AS, BA
President

KBO/BJE
cc Holly P. Halvorson, Ladyhawk Enterprises, Inc.

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TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION

ARTICLE I - NAME AND LOCATION OF PRINCIPAL OFFICES

The name of this corporation is: LADYHAWK ENTERPRISES, INC., with initial principal offices located at 1300 Shetter Avenue #62, Jacksonville Beach, FL 32250.

ARTICLE II - DURATION

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

ARTICLE III - PURPOSE

This corporation is organized for the purpose of providing transportation services, and any other activity or business for which corporations may be incorporated under Chapter 607, Florida Statutes, as it now exists or may after be amended.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue One hundred (100) shares of stock with the par value of One and no one-hundredth dollars (\$1.00) per share, which shall be designated as "Common Shares".

ARTICLE V - PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation, shall have the right to purchase his pro-rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The name and address of the initial registered agent of this corporation is: Karen B. O'Neill of 1009 21st Street North, Jacksonville Beach, FL 32250.

A Certificate and Acceptance of Designated Registered Agent is attached hereto as Exhibit "A".

ARTICLE VII - CORPORATE DIRECTORS

This corporation shall have one (1) Director constituting the initial Board of Directors, who shall serve in an advisory capacity. The number of directors may be either increased or decreased from time to time by the bylaws; however, there shall never be less than one director nor more than five.

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TALLAHASSEE, FLORIDA

The names and addresses of the directors on the initial Board of Directors of the corporation are:

NAME	ADDRESS
Holly Pike Halvorson	1300 Shetter Avenue #62 Jacksonville Beach, FL 32250

ARTICLE VIII - OFFICERS

The officers of the corporation shall be a president, vice-president, secretary and treasurer, who shall be appointed or elected by the Board of Directors as shall be prescribed in the bylaws. The name and street address of each of the initial officers is:

NAME	ADDRESS
Holly Pike Halvorson President/Vice-President Secretary/Treasurer	1300 Shetter Avenue #62 Jacksonville Beach, FL 32250

ARTICLE IX - INCORPORATORS

The name and address of each Incorporator signing these articles:

NAME	ADDRESS
Holly Pike Halvorson	1300 Shetter Avenue #62 Jacksonville Beach, FL 32250


ARTICLE X - INDEMNIFICATION

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

ARTICLE XI - AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in the Articles of Incorporation or any amendment hereto, by a majority vote of the Board of Directors, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these
Articles of Incorporation on the 16th day of June 1999.


SIGNATURE OF INCORPORATOR
Holly Pike Halvorson

CERTIFICATE DESIGNATING REGISTERED AGENT
AND PLACE OF BUSINESS OR DOMICILE 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 LADYHAWK ENTERPRISES, INC., desiring to qualify under the laws of the State of Florida, with its principal offices located at 1300 Shetter Avenue #62, Jacksonville Beach, FL 32250, has named Karen B. O'Neill of 1009 21st Street North, Jacksonville Beach, FL 32250, as its agent to accept service of process within the State of Florida.

Dated: June 16, 1999

LADYHAWK ENTERPRISES, INC.

BY: Holly P. Halvorson
HOLLY P. HALVORSON, PRESIDENT

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TALLAHASSEE, FLORIDA

A C C E P T A N C E

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 performance of my duties.

Karen B. O'Neill
Karen B. O'Neill, Registered Agent for
LADYHAWK ENTERPRISES, INC.

EXHIBIT "A"