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FILED

99 JUL -2 PM 4: 14

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

HAMIC & SHIVERS, PA
Certified Public Accountants
Post Office Box 2077
Dunnellon, FL 34430-2077
352 489 4520

1 July 1999

600002922036--9
-07/02/99-01040-008
*****78.75 *****78.75

EFFECTIVE DATE

7-1-99

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

Enclosed is a check in the amount of \$78.75. Please file the enclosed Articles of Incorporation.

Thank you for your assistance and cooperation in this matter. If you have any questions, please feel free to call our office.

HAMIC & SHIVERS, PA
Certified Public Accountants

/db

D. BROWN JUL - 8 1999

EFFECTIVE DATE
7-1-99

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

WARREN HARDY INC

WE, the undersigned, hereby associate ourselves together for the purpose of becoming a corporation under the laws of the State of Florida, by and under the provisions of the Statutes of the State of Florida, providing for the formation, liability, rights, privileges and immunities of a corporation for profit.

ARTICLE I

NAME

The name of this corporation shall be:

WARREN HARDY INC

ARTICLE II

GENERAL NATURE OF BUSINESS

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

ARTICLE III

CAPITAL STOCK

The total number of shares of capital stock which may be issued by this corporation is seven thousand five hundred (7,500) shares of par value of one dollar (\$1.00) per share, all of

which shall be common stock and shall be fully paid and non-assessable. All such stock shall be payable in cash, property, labor or services at a just valuation to be fixed by the Board of Directors at a meeting called for that purpose.

ARTICLE IV

AMOUNT OF CAPITAL TO BEGIN BUSINESS WITH

The amount of capital with which this corporation shall commence business is five hundred dollars (\$500.00).

ARTICLE V

PRINCIPAL PLACE OF BUSINESS

The principal place of business of said corporation shall be at 2210 Sailors Haven Court, Beverly Hills, Florida, with the privilege of having branch offices at any other place with in or without the State of Florida.

ARTICLE VI

TERM OF EXISTENCE

This corporation shall have perpetual existence.

ARTICLE VII

NUMBER OF DIRECTORS

This corporation shall have one (1) Director.

ARTICLE VIII

BOARD OF DIRECTORS

The name and street address of the first Board of Directors of this corporation who shall hold office for the first year, or until successors are chosen, shall be:

Warren Hardy	2210 Sailors Haven Court Beverly Hills, FL 34465-4548
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ARTICLE IX

SUBSCRIBER

The name and address of the subscriber is as follows:

Warren Hardy	2210 Sailors Haven Court Beverly Hills, FL 34465-4548
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ARTICLE X

REGISTERED OFFICE; REGISTERED AGENT

The initial street address of the corporation's registered office is 2210 Sailors Haven Court, City of Beverly Hills, State of Florida and the name of its initial registered agent at such address is Warren Hardy.

ARTICLE XI

DISSOLUTION

The corporation may be dissolved at any time (1) by unanimous written consent of the shareholders; or (2) on the affirmative vote of the holders of at least one-half (1/2) of the outstanding shares of the corporation entitled to vote thereon. On dissolution, the corporate

property and assets shall, after payment of all debts of the corporation, be distributed to the shareholders pro rate, each shareholder to participate in the distribution in direct proportion to the number of shares held by him.

ARTICLE XII

DATE OF CORPORATE EXISTENCE

The date of corporate existence shall be the date of subscription and acknowledgment, as appears on these Articles of Incorporation.

ARTICLE XIII

AMENDMENT

These Articles of Incorporation may be amended in any manner now or hereafter provided by law and all rights conferred upon the stockholders hereunder are granted subject to this reservation.

ARTICLE XIV

No contract or other transaction between the corporation and any other corporation, association, person or firms, in the absence of fraud, shall be affected, invalidated, voided or voidable because one or more of the Directors or officers or stockholders of the corporation, is or are interested in such contract or transaction as a Director or officer or stockholder of the other corporation, or association or otherwise individually or jointly a party to any such contract or transaction with this corporation, or in which this corporation is interested; and no Director or officer of this corporation shall incur any liability by reason of the fact he is or may be interested

in any such contract or transaction. A Director of the corporation may vote upon any such contract or other transaction between the corporation and any officer, Director or stockholder thereof or any corporation, association, person or firm in which such officers, Directors or stockholders are interested, including the Director creating such vote.

IN WITNESS WHEREOF, I, WARREN HARDY, the undersigned
incorporator of this corporation have executed these Articles of Incorporation at Dunnellon,
Florida, on this 1st of July, 1999.

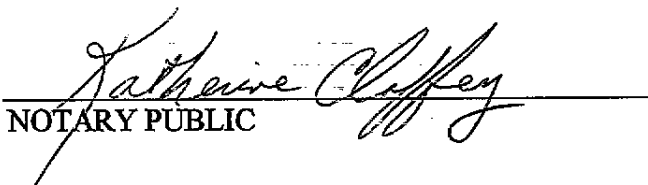

WARREN HARDY

STATE OF FLORIDA

COUNTY OF MARION

I HEREBY CERTIFY that on this day, before me, an officer authorized in the state and county named above to take acknowledgments, personally appeared WARREN HARDY identified by driver's license H630-896-17471-0 to be the person described as subscriber in and who executed the foregoing Articles of Incorporation, and he acknowledged before me that he subscribed to those Articles of Incorporation.

WITNESS my hand and official seal in the county and state last aforesaid, this 1st
day of July 1999.


NOTARY PUBLIC



CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
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:

FIRST--THAT

WARREN HARDY INC

DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE
OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS AT 2210 SAILORS HAVEN
COURT, CITY OF BEVERLY HILLS, COUNTY OF CITRUS, STATE OF FLORIDA, HAS
NAMED WARREN HARDY, LOCATED AT 2210 SAILORS HAVEN COURT, CITY OF
BEVERLY HILLS, STATE OF FLORIDA, AS ITS AGENT TO ACCEPT SERVICE OF
PROCESS WITHIN FLORIDA.

SIGNATURE Warren Hardy
WARREN HARDY

TITLE President

DATE 7/1/99

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TALLAHASSEE, FLORIDA
SECRETARY OF STATE