

PRESTON

& REED, P.L.C.

ATTORNEYS AND COUNSELORS AT LAW

WILLIAM T. PRESTON

ADMITTED TO PRACTICE IN VIRGINIA AND FLORIDA

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November 11, 1999

P99000100193

Division of Corporations
Registration Section
409 E. Gaines Street
Tallahassee, FL 32399

Re: HILLBURN ENTERPRISES, INC.

Dear Sir or Madam:

Please find enclosed the original and one copy of the Articles of Incorporation of, HILLBURN ENTERPRISES, INC. a for-profit corporation, for filing.

Please also find my firm check # 3504 in the amount of \$78.75 which represents fees as follows:

1. Filing Fees - \$35.00
2. Registered Agent - \$35.00
3. Certified Copy - \$8.75

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-11/12/99--01073--015
*****78.75 *****78.75

Please file the Articles and return the Certified Copy to me at the above address.

Thank you for your assistance in this regard.

With kind regards.

Respectfully,

W Preston

William T. Preston

WTP/lb

Enclosure-3

RECEIVED
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA
NOV 12 AM 11:03

WTP
11/16

Articles of Incorporation
of
HILLBURN ENTERPRISES, INC.

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation for profit under the laws of the State of Florida.

ARTICLE I

NAME

The name of this corporation shall be,

HILLBURN ENTERPRISES, INC.

ARTICLE II

NATURE OF BUSINESS

This corporation is organized under Florida Statutes Chapter 607, Florida Business Corporation Act, for any lawful purpose or purposes as authorized under the said Florida Business Corporation Act and these Articles of Incorporation.

ARTICLE III

PRINCIPAL OFFICE AND MAILING ADDRESS

The street address of the initial principal office of this corporation is:

3825 Schoolway Avenue, New Smyrna Beach, Florida;

and the mailing address of this corporation is,

3825 Schoolway Avenue, New Smyrna Beach, FL 32169.

ARTICLE IV

CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any

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TALLAHASSEE FLORIDA

one time is One Hundred (100) shares of common stock having no par value.

ARTICLE V

INITIAL REGISTERED OFFICE AND REGISTERED AGENT

A. Registered Office

The initial registered office of this professional service corporation shall be:

3825 Schoolway Avenue, New Smyrna Beach, Florida 32169

B. Registered Agent

The name of the initial registered agent at the above-described registered office is:

JAMES HILLBURN

ARTICLE VI

INCORPORATOR

The name and address of the incorporator to these Articles of Incorporation is:

JAMES HILLBURN

3825 Schoolway Avenue, New Smyrna Beach, FL 32169.

ARTICLE VII

DIRECTORS AND OFFICERS

The management of business and the regulating of affairs of this corporation shall be governed by a Board of Directors to be not less than one (1) in number. The name and address of the individual who shall serve as the sole initial Director, and who shall initially hold the offices of President, Secretary and Treasurer of this professional service corporation is:

JAMES HILLBURN

3825 Schoolway Avenue, New Smyrna Beach, FL 32169

ARTICLE VIII

EFFECTIVE DATE OF INCORPORATION

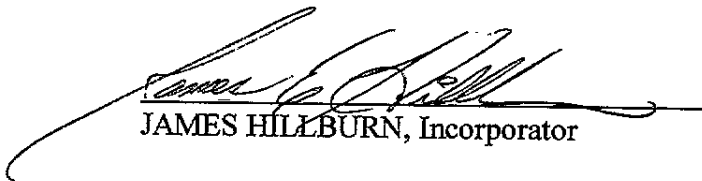
The existence of this corporation to be known as HILLBURN ENTERPRISES, INC., shall

become effective immediately upon the date of filing of these Articles of Incorporation with the Florida Department of State.

**ARTICLE IX
TERM OF EXISTENCE**


This corporation shall have perpetual duration and succession in its corporate name.

IN WITNESS WHEREOF, the undersigned has hereunto set her hand and seal on Wednesday, November 10, 1999.


JAMES HILLBURN, Incorporator

STATE OF FLORIDA
COUNTY OF VOLUSIA

The foregoing instrument was executed and acknowledged before me on Wednesday, November 10, 1999, by JAMES HILLBURN as the Incorporator of the corporation intended to be formed by the filing of these Articles of Incorporation.


Notary Public - State of Florida
Name of Notary Public:
Commission Number:
Commission Expiration:

Personally Known _____ OR Produced Identification X

Type of Identification Produced FL. Driver's License

STATE OF FLORIDA
DEPARTMENT OF STATE

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE PURPOSE
OF SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED AND NAMES AND ADDRESSES OF THE OFFICERS

The following is submitted in compliance with Chapter 607.0501 of the Florida Statutes:

HILLBURN ENTERPRISES, INC., a corporation for profit organizing under the laws of the State of Florida, with its principal office at 3825 Schoolway Avenue, in the City of New Smyrna Beach, in the County of Volusia, State of Florida, has named JAMES HILLBURN, located at 3825 Schoolway Avenue, New Smyrna Beach, Volusia County, Florida, as its agent to accept service of process within this State.

OFFICERS:

<u>Name</u>	<u>Title</u>	<u>Specific Address</u>
JAMES HILLBURN	President/Secretary/Treasurer	3825 Schoolway Avenue New Smyrna Beach, FL 32169

By 
JAMES HILLBURN, President

ACCEPTANCE:

I agree as Registered Agent to accept Service of Process; to keep office open during prescribed hours; to post my name (and any other officers of said Corporation authorized to accept Service of Process at the above Florida designated address) in some conspicuous place in the office as required by law.


JAMES HILLBURN, Registered Agent

DATED: Wednesday, November 10, 1999

59 NOV 12 AM 11:09
HILLBURN ENTERPRISES, INC.
VOLUSIA COUNTY, FLORIDA