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November 29, 1999

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

Florida Department of State
Division of Corporations
409 East Gains Street
Tallahassee, FL 32399

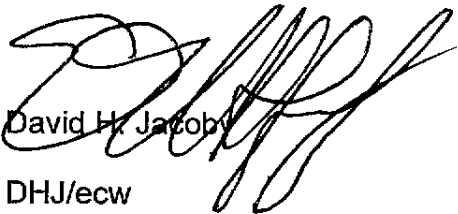
RE: Articles of Incorporation of Hoverbarg, Inc.

Dear Sir/Madam:

Enclosed please find an original and one copy of the Articles of Incorporation for the above referenced corporation. Also enclosed please find check no. 5892 in the amount of \$70.00 as the required fee to process said documents. Please file same and return a copy of the article to our office.

Thank you in advance for your prompt attention to this matter.

Very truly yours,



David H. Jacoby

DHJ/ecw
Enclosures

FILED
1999 DEC -3 AM 7:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
HOVERBARG, INC.**

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby presents these Articles for the formation of a corporation in accordance with the laws of the State of Florida.

ARTICLE I.- NAME

The name of this corporation is HOVERBARG, INC.

ARTICLE II.-NATURE OF BUSINESS

The general nature of the business to be rendered by this corporation is any lawful purpose permitted by the laws of the State of Florida.

ARTICLE III- CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is Two Hundred (200) shares of common stock having a par value of One Dollar (\$1.00) per share.

ARTICLE IV. - INITIAL CAPITAL

The amount of capital with which this corporation will begin business is Two Hundred (\$200.00) Dollars.

ARTICLE V.-TERM OF EXISTENCE

This corporation shall have perpetual existence.

ARTICLE VI.-ADDRESS

The initial address of the principal office of this corporation is: 862 Altura Avenue,

S.E., Palm Bay, Palm Bay, Florida 32909.

ARTICLE VII.- REGISTERED AGENT

The initial registered agent of this corporation is David H. Jacoby, and the initial registered office is 1581 Robert J. Conlan Blvd. N.E., Suite 100, Palm Bay, Florida 32905.

ARTICLE VIII.- DIRECTORS

This corporation shall have one (1) director initially. The number of Directors may be increased or diminished from time to time, by By-Laws adopted by Stockholders and shall never be less than one (1).

ARTICLE IX.- INITIAL DIRECTOR

The names and addresses of the members of the first Board of Directors are:

<u>Name</u>	<u>Office</u>	<u>Address</u>
JOHN DALEY	President/ Secretary/Treasurer	862 Altura Avenue, SE Palm Bay, Florida 32909

ARTICLE X.- SUBSCRIBERS

The name and address of each subscriber of these Articles of Incorporation and the number of shares he or she agrees to subscribe is:

<u>Name</u>	<u>Address</u>	<u>Shares</u>
JOHN DALEY	862 Altura Avenue SE Palm Bay, Florida 32909	200

Said subscribers allege and certify that the total value of said stock subscription will not be less than the amount of capital with which the corporation will begin business, as set forth in Article IV thereof.

ARTICLE XI.- AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by the Board of Directors, proposed by them to the Stockholders, and approved at a Stockholder's meeting by at least a Fifty-One (51%) Percent vote of the stock entitled to vote thereon, unless all the Directors and all the Stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made. All rights of shareholders are subject to reservation.

ARTICLE XII.- LIMITATIONS ON CORPORATE STOCK

The Shareholders of this corporation shall have the power to include in the By-Laws adopted by Fifty-One (51%) Percent of the Shareholders of this corporation any regulatory or restrictive provisions regarding the proposed sale, transfer, or other disposition of any of the outstanding shares of this corporation by any of its Shareholders, or the operation of this corporation, or in the event of the death of any of its Shareholders.

The manner and form, as well as relevant terms, conditions and details hereof, shall be determined by the Shareholders of this corporation; provided, however, that such regulatory or restrictive provisions shall not affect the rights of third parties without actual notice thereof, unless existence of such provisions shall be plainly written upon the certificate evidencing the ownership of said stock.

ARTICLE XIII.- VOTING TRUSTS

No shareholder of this corporation shall enter into a voting trust agreement or any other type of agreement vesting in another the authority to exercise the voting power of

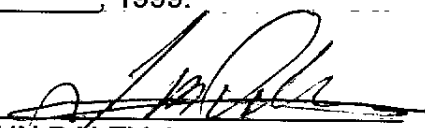
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

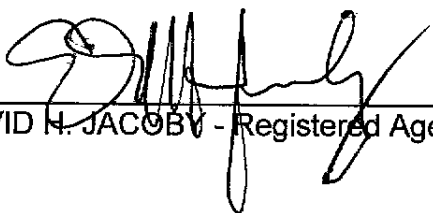
any or all of his shares.

IN WITNESS WHEREOF, the subscriber hereto has executed these Articles of
Incorporation, this 1 day of _____, 1999.


JOHN DALEY, Incorporator

Acceptance by registered Agent

I hereby am familiar with and accept the duties and responsibilities as Registered Agent
for said corporation.


DAVID H. JACOBY - Registered Agent

STATE OF FLORIDA
COUNTY OF BREVARD

I hereby certify that on this day, before me, a Notary Public duly authorized in the state
and county named above to take acknowledgements, personally appeared JOHN DALEY
and DAVID H. JACOBY, to me known to be the persons described as the Incorporator
and Registered Agent, respectively, in and who executed the foregoing Articles of
Incorporation, acknowledged before me that their subscribed to these Articles of
Incorporation in their respective capacities.


NOTARY PUBLIC