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99 DEC 27 AM 11:10

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCOUNT NO. : 072100000032

REFERENCE : 528523 7182592

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : December 23, 1999

ORDER TIME : 5:15 PM

ORDER NO. : 528523-005

CUSTOMER NO: 7182592

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-12/27/99--01017--006
*****70.00 *****70.00

CUSTOMER: Natalee Herrig, Esq
NATALEE HERRIG, ESQ.
NATALEE HERRIG, ESQ.
7150 Rustic Acres

Sarasota, FL 34241

DOMESTIC FILING

NAME: HAWKELL, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Janine Lazzarini

EXAMINER'S INITIALS:

PH 12/22/99
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99 DEC 27 AM 9:19
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

ARTICLES OF INCORPORATION

OF

HAWKELL, INC.

FILED

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator, for the purpose of forming a Corporation for profit under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation:

ARTICLE I - NAME

The name of this Corporation is: HAWKELL, INC., a Florida corporation.

ARTICLE II - TERM OF EXISTENCE

The date and time when corporate existence shall commence shall be the date of filing of these Articles with the Department of State, and the Corporation shall have perpetual existence thereafter.

ARTICLE III - PURPOSES

The purposes of the Corporation are to engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV - CAPITAL STOCK

The shares of stock of this Corporation shall consist of only one class. The number of shares of stock that this Corporation is authorized to have outstanding at any one time is 1,000 Shares of Common Stock having a par value of \$1.00 per share.

ARTICLE V - PRINCIPAL OFFICE

The principal place of business and mailing address of this Corporation shall be 330 S. Pineapple, Suite 106, Sarasota, Florida 34236.

ARTICLE VI - INITIAL REGISTERED AGENT AND ADDRESS

The street address of the registered office of this Corporation is 330 S. Pineapple, Suite 106, Sarasota, Florida 34236, and the Registered Agent at such office is Mike Hawkins.

ARTICLE VII - DIRECTORS

This Corporation shall have two (2) Directors initially. The number of Directors may be changed from time to time by Bylaws adopted by the Shareholders. The name and address of each member of the first Board of Directors is:

<u>Name</u>	<u>Address</u>
Mike Hawkins	330 S. Pineapple, Suite 106 Sarasota, Florida 34236

William Connell

4001 Swift
Sarasota, Florida 34231

ARTICLE VIII - AMENDMENT

These Articles of Incorporation may be amended in certain instances by the Board of Directors as provided by statute and in certain instances by resolutions adopted by the Board of Directors, proposed by them to the Shareholders and approved at a Shareholders Meeting by a majority of the stock entitled to vote thereon.

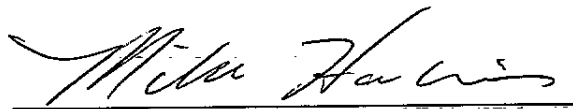
ARTICLE IX - INCORPORATOR

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

<u>Name</u>	<u>Address</u>
Mike Hawkins	330 S. Pineapple, Suite 106 Sarasota, Florida 34236

The undersigned has executed these Articles this 22 day of

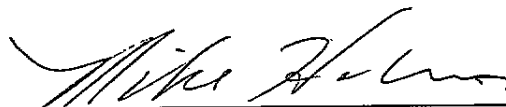
December, 1999.


Mike Hawkins
Incorporator

Having been named as Registered Agent and to accept service of process for Hawkell, Inc., at the place designated in the Articles, I hereby accept the appointment as Registered Agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as Registered Agent.

Date

12/22/99


Mike Hawkins
Registered Agent

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