

CONTACT:

514458

F96000001619

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UCC FILING & SEARCH SERVICES

(Requestor's Name)

526 EAST PARK AVENUE SUITE 200

(Address)

TALLAHASSEE, FL 32301 (904) 681-6528

(City, State, Zip) (Phone #)

500001769325
-03/29/96--01079-007
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OFFICE USE ONLY

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. HBC Howda Inc.
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

FILED
 SECRETARY OF STATE
 DIVISION OF CORPORATIONS
 95 MAR 29 PM 2:21

- Walk in Pick up time _____ Certified Copy ARTICLES ONLY
 Mail out Will wait Photocopy Certificate of Status ALL CHARTER DOCS
 CERTIFICATE OF GOOD STANDING

NEW FILINGS	
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<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendm...t
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

- Certificate of FICTITIOUS NAME
 FICTITIOUS NAME SEARCH
 CORP SEARCH

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 95 MAR 29 PM 1:14
 DIVISION OF CORPORATIONS

OTHER FILINGS	
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<input type="checkbox"/>	Name Reservation

REGISTRATION/QUALIFICATION	
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<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

HOLD FOR PICKUP BY UCC SERVICES

Examiner's Initials

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA:

1. HBC FLORIDA, INC. (Name of corporation: must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)

2. Delaware (State or country under the law of which it is incorporated) 3. 95-4455121 (FEI number, if applicable)

4. November 17, 1993 (Date of Incorporation) 5. Perpetual (Duration: Year corp. will cease to exist or "perpetual")

6. January 9, 1996 (Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.155, F.S.))

7. 6767 West Tropicana Avenue Las Vegas, Nevada 89103 (Current mailing address)

8. Radio Broadcasting (Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)

9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box NOT acceptable)

Name: Nationscorp Registered Agents, Inc.

Office Address: 526 East Park Avenue

Tallahassee, Florida, 32301 (Zip Code)

10. Registered agent's acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, 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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Ed Hand (Registered agent's signature)

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

FILED SECRETARY OF STATE DIVISION OF CORPORATIONS 96 MAR 29 PM 2:21

12. Names and addresses of officers and/or directors: (Street address ONLY- P. O. Box NOT acceptable)

A. DIRECTORS (Street address only- P. O. Box NOT acceptable)

Chairman: Cecil Heftel

Address: 6767 West Tropicana Avenue, Las Vegas, Nevada 89103

Vice Chairman:

Address:

Director: Carl Parmer

Address: 6767 West Tropicana Avenue, Las Vegas, Nevada 89103

Director:

Address:

B. OFFICERS (Street address only- P. O. Box NOT acceptable)

Co-Chief Executive Officer and

President: Carl Parmer

Address: 6767 West Tropicana Avenue, Las Vegas, Nevada 89103

Co-Chief Executive Officer and Chairman:

~~Vice President~~: Cecil Heftel

Address: 6767 West Tropicana Avenue, Las Vegas, Nevada 89103

Senior Vice President, Chief Financial Officer and
Secretary: John Kendrick

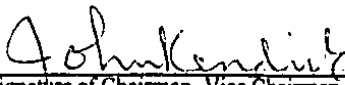
Address: 6767 West Tropicana Avenue, Las Vegas, Nevada 89103

Treasurer:

Address:

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13.



(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. John Kendrick, Senior Vice President and Chief Financial Officer

(Typed or printed name and capacity of person signing application)

State of Delaware
Office of the Secretary of State

PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "HBC FLORIDA, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTY-SEVENTH DAY OF MARCH, A.D. 1996.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "HBC FLORIDA, INC." WAS INCORPORATED ON THE SEVENTEENTH DAY OF NOVEMBER, A.D. 1993.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 MAR 29 PM 2: .



Edward J. Freel

Edward J. Freel, Secretary of State

2359818 8300

960089507

AUTHENTICATION: 7885147

DATE: 03-27-96

CONTACT:

OFFICE USE ONLY (Document #)

F96 000001619

UCC FILING & SEARCH SERVICES, INC.

(Requestor's Name)

528 EAST PARK AVENUE

(Address)

TALLAHASSEE FL 32301

(City, State, Zip)

(904) 681-6528

(Phone #)

543758

OFFICE USE ONLY

SECRETARY OF STATE
TALLAHASSEE, FLORIDA
96 SEP 30 PM 12:05
FILED

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (If known):

- 1 Viva Acquisition Corporation (Corporation Name) 200001959942 (Document #)
- 2 into (Corporation Name) 200001959942 (Document #)
- 3 HBC Florida, Inc. (Corporation Name) 200001959942 (Document #)
- 4 _____ (Corporation Name) _____ (Document #)

Walk In

Pick Up Time

Mail Out

Will Wait

Photocopy

Certified Copy

Certificate of Status

Certificate of Good Standing

ARTICLES ONLY

ALL CHARTER DOC

Certificate of FICTITIOUS NAME

FICTITIOUS NAME SEARCH

CORP SEARCH

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
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<input checked="" type="checkbox"/>	Merger

OTHER FILINGS	
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REGISTRATION/QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

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96 SEP 30 PM 1:40
DIVISION OF CORPORATION

HOLD FOR PICKUP BY UCC SERVICES

N. HENDRICKS OCT - 1 1996

Examiner's Initials

**ARTICLES OF MERGER
Merger Sheet**

MERGING:

**VIVA ACQUISITION CORPORATION, A FLORIDA CORPORATION,
P94000021554**

into

HBC FLORIDA, INC., a Delaware corporation F96000001619

File date: September 30, 1996

Corporate Specialist: Nancy Hendricks

ARTICLES OF MERGER
OF
VIVA ACQUISITION CORPORATION
(a Florida corporation)
INTO
HBC FLORIDA, INC.
(a Delaware corporation)

FILED
96 SEP 30 PM 12:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Viva Acquisition Corporation, a Florida corporation ("VA"), and HBC Florida, Inc., a Delaware corporation ("HBC"), hereby adopt these Articles of Merger pursuant to the provisions of Sections 607.1105 and 607.1107 of the Florida Business Corporation Act.

1. VA hereby merges into HBC (the "Merger"), pursuant to, and in accordance with the terms of, the Agreement and Plan of Merger, of even date herewith, between HBC and VA, a copy of which is attached as Exhibit A hereto and made a part hereof (the "Plan of Merger").

2. HBC shall be the surviving corporation in the Merger (the "Surviving Corporation") and shall possess all the rights, privileges, immunities and franchises, of a public as well as a private nature, of HBC and VA (collectively referred to as the "Constituent Corporations"); all property, real, personal and mixed, and all debts due on whatever account, including subscriptions for shares, and all choses in action, and all and every interest, of or belonging to or due each of the Constituent Corporations shall be taken and deemed to be transferred to and vested in the Surviving Corporation without further act or deed; and the title to any real estate, or any interest therein, vested in either of the Constituent Corporations shall not revert or be in any way impaired by reason of the Merger. The Surviving Corporation shall thenceforth be responsible and liable for all the liabilities and obligations of each of the Constituent Corporations so merged, and any claim existing or action or proceeding pending by or against either of the Constituent Corporations may be prosecuted as if the Merger had not taken place, or the Surviving Corporation may be substituted in its place. The Surviving Corporation shall have all the rights, privileges, immunities and powers and shall be subject to all the duties and liabilities of a corporation organized under the Delaware General Corporation Law, and neither the rights of creditors nor any liens upon the property of either of the Constituent Corporations shall be impaired by the Merger, all with the effect set forth in the Delaware General Corporation Law and the Florida Business Corporation Act.

3. For purposes hereof the "Effective Time" shall mean the date on which a Certificate of Merger regarding the Merger is filed with the Delaware Secretary of State and these Articles of Merger are filed with the Florida Secretary of State. At the Effective Time, without any action on the part of HBC or

VA, all of the outstanding shares of common stock of VA issued and outstanding immediately prior to the Effective Time (and all shares held in the treasury of VA) shall by virtue of the Merger be cancelled and extinguished.

4. The Plan of Merger has been adopted by the Board of Directors and approved by the sole shareholder of VA by a unanimous written consent of even date herewith consistent with Section 607.1103 of the Florida Business Corporation Act.

5. The Plan of Merger has been adopted by the Board of Directors of HBC by a unanimous written consent of even date herewith. The vote of the sole stockholder of HBC is not required under applicable law.

6. These Articles of Merger shall be governed by, and construed in accordance with, the laws of the State of Florida.

IN WITNESS WHEREOF, VA and HBC have each caused these Articles of Merger to be executed on September 24, 1996.

ATTEST:

VIVA ACQUISITION CORPORATION

By: John Kendrick
John Kendrick, Senior Vice President and Chief Financial Officer

State of Nevada
County of Clark

Signed or attested before me on September 25, 1996 by
John Kendrick

Sonia Busigo
Sonia Busigo

HBC FLORIDA, INC.

By: John Kendrick
John Kendrick, Senior Vice President and Chief Financial Officer

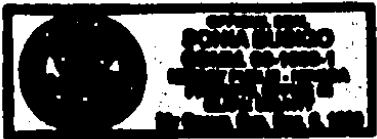


EXHIBIT A

AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER (this "Agreement"), is made and entered into on September 24, 1996, by and between HBC FLORIDA, INC., a Delaware corporation ("HBC"), and VIVA ACQUISITION CORPORATION, a Florida corporation ("VA").

The parties hereto agree as follows:

**ARTICLE 1
THE MERGER**

1.1 The Merger. At the Effective Time (as hereinafter defined), VA shall be merged with and into HBC (the "Merger") in accordance with the Delaware General Corporation Law ("Delaware Corporation Law") and the Florida Business Corporation Act (the "Florida Corporation Law").

1.2 Articles of Merger and Certificate of Merger. The parties shall complete, execute and deliver to the Florida Secretary of State ("Florida Secretary") Articles of Merger in the form required by the Florida Secretary (the "Articles of Merger"), together with any other documents required under the Florida Corporation Law, to effect the Merger consistent with this Agreement. The parties shall also complete, execute and deliver to the Delaware Secretary of State (the "Delaware Secretary") a Certificate of Merger in the form required by the Delaware Secretary to effect the Merger consistent with this Agreement.

1.3 Effective Time. The Merger shall become effective upon the filing of the Certificate of Merger with the Delaware Secretary and the filing of the Articles of Merger with the Florida Secretary (the "Effective Time").

**ARTICLE 2
EFFECT OF THE MERGER**

2.1 General. At the Effective Time, the separate existence of VA shall cease and HBC shall continue as the surviving corporation under its corporate name (HBC sometimes is referred to hereinafter as the "Surviving Corporation") and shall possess all the rights, privileges, immunities and franchises, of a public as well as a private nature, of VA and HBC (collectively referred to as the "Constituent Corporations"); all property, real, personal and mixed, and all debts due on whatever account, including subscriptions for shares, and all choses in action, and all and every interest, of or belonging to or due each of the Constituent Corporations shall be taken and deemed to be transferred to and vested in the Surviving Corporation without further act or deed; and the title to any real estate, or any interest therein, vested in either of the Constituent Corporations shall not revert or be in any way impaired by reason

of the Merger. The Surviving Corporation shall thenceforth be responsible and liable for all the liabilities and obligations of each of the Constituent Corporations so merged, and any claim existing or action or proceeding pending by or against either of the Constituent Corporations may be prosecuted as if the Merger had not taken place, or the Surviving Corporation may be substituted in its place. The Surviving Corporation shall have all the rights, privileges, immunities and powers and shall be subject to all the duties and liabilities of a corporation organized under the Delaware Corporation Law, and neither the rights of creditors nor any liens upon the property of either of the Constituent Corporations shall be impaired by the Merger, all with the effect set forth in the Delaware Corporation Law and the Florida Corporation Law.

2.2 Conversion of Securities. At the Effective Time, by virtue of the Merger and without any action on the part of VA or HBC, (a) each of the outstanding shares of Common Stock of VA issued and outstanding immediately prior to the Effective Time (and shares held in the treasury of VA) shall, without any action on the part of the holder thereof, be cancelled and extinguished and (b) all outstanding shares of common stock of HBC shall remain outstanding.

2.3 Charter Documents. The Certificate of Incorporation and Bylaws of HBC shall be the charter documents for the Surviving Corporation.

ARTICLE 3 GENERAL PROVISIONS

3.1 Amendment. This Agreement may not be amended except by an instrument in writing signed on behalf of each of the parties hereto.

3.2 Choice of Law. This Agreement and the rights and obligations of the parties hereto shall be governed, construed and interpreted in accordance with the laws of the State of Delaware, except that with respect to the matters of law concerning the internal corporate affairs of VA, the Florida Corporation Law shall govern.

3.3 Entire Agreement. This Agreement constitutes the entire agreement between the parties pertaining to the subject matter hereof and supersedes all prior agreements, understandings, negotiations and discussions, whether oral or written, of the parties.

3.4 **Severability.** In the event that any one or more of the provisions contained in this Agreement or in any other instrument referred to herein, shall, for any reason, be held to be invalid, illegal or unenforceable in any respect, then to the maximum extent permitted by law, such invalidity, illegality or unenforceability shall not affect any other provision of this Agreement or any other such instrument.

3.5 **Titles.** The titles, captions or headings of the Articles and Sections herein are for convenience of reference only and are not intended to be a part of or to affect the meaning or interpretation of this Agreement.

IN WITNESS WHEREOF, the parties have executed this Agreement as of the date first written above.

HBC FLORIDA, INC.

By John Kendrick
John Kendrick, Senior Vice
President and Chief Financial
Officer

VIVA ACQUISITION CORPORATION

By John Kendrick
John Kendrick, Senior Vice
President and Chief Financial
Officer

CONTACT:

OFFICE USE ONLY (Document #)

F96 00000 1619

UCC FILING & SEARCH SERVICES, INC.

(Requestor's Name)

528 EAST PARK AVENUE

(Address)

TALLAHASSEE FL 32301

(City, State, Zip)

(904) 681-6528

(Phone #)

OFFICE USE ONLY

543766

SECRETARY OF STATE
TALLAHASSEE FLORIDA

96 SEP 30

PM 12:04

FILED

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

- 1 Viva Broadcasting Corporation (Corporation Name) _____ (Document #)
- 2 into (Corporation Name) _____ (Document #)
- 3 HBC Florida, Inc. (Corporation Name) _____ (Document #) **400001959944**
04/28/96 01845 011
- 4 _____ (Corporation Name) _____ (Document #)

Walk In

Pick Up Time

Mail Out

Will Wait

Photocopy

Certified Copy

Certificate of Status

Certificate of Good Standing

ARTICLES ONLY

ALL CHARTER DOCS

Certificate of FICTITIOUS NAME

FICTITIOUS NAME SEARCH

CORP SEARCH

NEW FILINGS	
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<input type="checkbox"/>	Other

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DIVISION OF REPTITION
HOLD FOR PICKUP BY UCC SERVICES
N. HENDRICKS OCT - 1 1996
Examiner's Initials _____

**ARTICLES OF MERGER
Merger Sheet**

MERGING:

VIVA BROADCASTING CORPORATION, A FLORIDA CORPORATION, L10871

into

HBC FLORIDA, INC., a Delaware corporation F98000001619

File date: September 30, 1996

Corporate Specialist: Nancy Hendricks

ARTICLES OF MERGER
OF
VIVA BROADCASTING CORPORATION
(a Florida corporation)
INTO
HBC FLORIDA, INC.
(a Delaware corporation)

FILED
96 SEP 30 PM 12:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Viva Broadcasting Corporation, a Florida corporation ("VB"), and HBC Florida, Inc., a Delaware corporation ("HBC"), hereby adopt these Articles of Merger pursuant to the provisions of Sections 607.1105 and 607.1107 of the Florida Business Corporation Act.

1. VB hereby merges into HBC (the "Merger"), pursuant to, and in accordance with the terms of, the Agreement and Plan of Merger, of even date herewith, between HBC and VB, a copy of which is attached as Exhibit A hereto and made a part hereof (the "Plan of Merger").

2. HBC shall be the surviving corporation in the Merger (the "Surviving Corporation") and shall possess all the rights, privileges, immunities and franchises, of a public as well as a private nature, of HBC and VB (collectively referred to as the "Constituent Corporations"); all property, real, personal and mixed, and all debts due on whatever account, including subscriptions for shares, and all choses in action, and all and every interest, of or belonging to or due each of the Constituent Corporations shall be taken and deemed to be transferred to and vested in the Surviving Corporation without further act or deed; and the title to any real estate, or any interest therein, vested in either of the Constituent Corporations shall not revert or be in any way impaired by reason of the Merger. The Surviving Corporation shall thenceforth be responsible and liable for all the liabilities and obligations of each of the Constituent Corporations so merged, and any claim existing or action or proceeding pending by or against either of the Constituent Corporations may be prosecuted as if the Merger had not taken place, or the Surviving Corporation may be substituted in its place. The Surviving Corporation shall have all the rights, privileges, immunities and powers and shall be subject to all the duties and liabilities of a corporation organized under the Delaware General Corporation Law, and neither the rights of creditors nor any liens upon the property of either of the Constituent Corporations shall be impaired by the Merger, all with the effect set forth in the Delaware General Corporation Law and the Florida Business Corporation Act.

3. For purposes hereof the "Effective Time" shall mean the date on which a Certificate of Merger regarding the Merger is filed with the Delaware Secretary of State and these Articles of Merger are filed with the Florida Secretary of State. At the Effective Time, without any action on the part of HBC or

VB, all of the outstanding shares of common stock of VB issued and outstanding immediately prior to the Effective Time (and all shares held in the treasury of VB) shall by virtue of the Merger be cancelled and extinguished.

4. The Plan of Merger has been adopted by the Board of Directors and approved by the sole shareholder of VB by a unanimous written consent of even date herewith consistent with Section 607.1103 of the Florida Business Corporation Act.

5. The Plan of Merger has been adopted by the Board of Directors of HBC by a unanimous written consent of even date herewith. The vote of the sole stockholder of HBC is not required under applicable law.

6. These Articles of Merger shall be governed by, and construed in accordance with, the laws of the State of Florida.

IN WITNESS WHEREOF, VB and HBC have each caused these Articles of Merger to be executed on September 24, 1996.

ATTEST:

VIVA BROADCASTING CORPORATION

By: John Kendrick
John Kendrick, Senior Vice President and Chief Financial Officer

State of Nevada
County of Clark

Signed or attested before me on September 25, 1996 by
John Kendrick

Sonia Busigo
Sonia Busigo

HBC FLORIDA, INC.

By: John Kendrick
John Kendrick, Senior Vice President and Chief Financial Officer

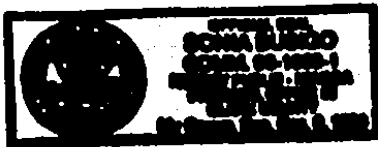


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The parties hereto agree as follows:

**ARTICLE 1
THE MERGER**

1.1 The Merger. At the Effective Time (as hereinafter defined), VB shall be merged with and into HBC (the "Merger") in accordance with the Delaware General Corporation Law ("Delaware Corporation Law") and the Florida Business Corporation Act (the "Florida Corporation Law").

1.2 Articles of Merger and Certificate of Merger. The parties shall complete, execute and deliver to the Florida Secretary of State ("Florida Secretary") Articles of Merger in the form required by the Florida Secretary (the "Articles of Merger"), together with any other documents required under the Florida Corporation Law, to effect the Merger consistent with this Agreement. The parties shall also complete, execute and deliver to the Delaware Secretary of State (the "Delaware Secretary") a Certificate of Merger in the form required by the Delaware Secretary to effect the Merger consistent with this Agreement.

1.3 Effective Time. The Merger shall become effective upon the filing of the Certificate of Merger with the Delaware Secretary and the filing of the Articles of Merger with the Florida Secretary (the "Effective Time").

**ARTICLE 2
EFFECT OF THE MERGER**

2.1 General. At the Effective Time, the separate existence of VB shall cease and HBC shall continue as the surviving corporation under its corporate name (HBC sometimes is referred to hereinafter as the "Surviving Corporation") and shall possess all the rights, privileges, immunities and franchises, of a public as well as a private nature, of VB and HBC (collectively referred to as the "Constituent Corporations"); all property, real, personal and mixed, and all debts due on whatever account, including subscriptions for shares, and all choses in action, and all and every interest, of or belonging to or due each of the Constituent Corporations shall be taken and deemed to be transferred to and vested in the Surviving Corporation without further act or deed; and the title to any real estate, or any interest therein, vested in either of the Constituent Corporations shall not revert or be in any way impaired by reason

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2.2 Conversion of Securities. At the Effective Time, by virtue of the Merger and without any action on the part of VA or HBC, (a) each of the outstanding shares of Common Stock of VA issued and outstanding immediately prior to the Effective Time (and shares held in the treasury of VA) shall, without any action on the part of the holder thereof, be cancelled and extinguished and (b) all outstanding shares of common stock of HBC shall remain outstanding.

2.3 Charter Documents. The Certificate of Incorporation and Bylaws of HBC shall be the charter documents for the Surviving Corporation.

ARTICLE 3 GENERAL PROVISIONS

3.1 Amendment. This Agreement may not be amended except by an instrument in writing signed on behalf of each of the parties hereto.

3.2 Choice of Law. This Agreement and the rights and obligations of the parties hereto shall be governed, construed and interpreted in accordance with the laws of the State of Delaware, except that with respect to the matters of law concerning the internal corporate affairs of VA, the Florida Corporation Law shall govern.

3.3 Entire Agreement. This Agreement constitutes the entire agreement between the parties pertaining to the subject matter hereof and supersedes all prior agreements, understandings, negotiations and discussions, whether oral or written, of the parties.

3.4 Severability. In the event that any one or more of the provisions contained in this Agreement or in any other instrument referred to herein, shall, for any reason, be held to be invalid, illegal or unenforceable in any respect, then to the maximum extent permitted by law, such invalidity, illegality or unenforceability shall not affect any other provision of this Agreement or any other such instrument.

3.5 Titles. The titles, captions or headings of the Articles and Sections herein are for convenience of reference only and are not intended to be a part of or to affect the meaning or interpretation of this Agreement.

IN WITNESS WHEREOF, the parties have executed this Agreement as of the date first written above.

HBC FLORIDA, INC.

By John Kendrick
John Kendrick, Senior Vice
President and Chief Financial
Officer

VIVA ACQUISITION CORPORATION

By John Kendrick
John Kendrick, Senior Vice
President and Chief Financial
Officer