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Account Name : EMPIRE CORPORATE KIT COMPANY  
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FLORIDA PROFIT CORPORATION OR P.A.

h&b fund of south florida, inc.

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**ARTICLES OF INCORPORATION**

**OF**

**H&B FUND OF SOUTH FLORIDA, INC.**

THE UNDERSIGNED, for the purposes of forming a corporation, under the Florida Business Corporation Act, do hereby adopt the following Articles of Incorporation.

**ARTICLE ONE**

The name of the Corporation is:

**H&B FUND OF SOUTH FLORIDA, INC.,**

**ARTICLE TWO**

The duration of the Corporation is perpetual.

**ARTICLE THREE**

The general purposes for which the Corporation is organized are the following:

- A. To engage and transact any lawful business for which corporations may be incorporated under the Florida Business Corporation Act. No other purpose limits this general purpose in any way.
- B. To do such other things as are incidental to the purposes of the Corporation or necessary or desirable in order to accomplish them.

**ARTICLE FOUR**

The aggregate number of shares which the Corporation is authorized to issue is **ONE THOUSAND (1,000) SHARES** of common stock with no par value.

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ARTICLE FIVE

The street address of the initial office of the Corporation is:

815 Ponce De Leon Boulevard  
Suite P-201  
Coral Gables, Florida 33134

ARTICLE SIX

The name and address of the initial Registered Agent is:

Oliver J. Langstadt  
815 Ponce de Leon Boulevard  
Suite P-201  
Coral Gables, Florida 33134

ARTICLE SEVEN

The number of Directors constituting the initial Board of Directors is one (1). The number of Directors may be increased or decreased from time to time in accordance with the By-Laws, but shall never be less than one (1). The names and addresses of the initial Directors and Officers of the Corporation are as follows:

T. Darryl Stuart  
President/ Vice President  
815 Ponce de Leon Boulevard Suite P-201  
Coral Gables, Florida 33134

T. Darryl Stuart  
Treasurer/Secretary  
815 Ponce De Leon Boulevard, 2<sup>nd</sup> Floor  
Coral Gables, Florida 33134

ARTICLE EIGHT

The name and address of the incorporator is as follows:

Oliver J. Langstadt, Esq.  
815 Ponce de Leon Boulevard  
Suite P-201  
Coral Gables, Florida 33134

ARTICLE NINE

The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

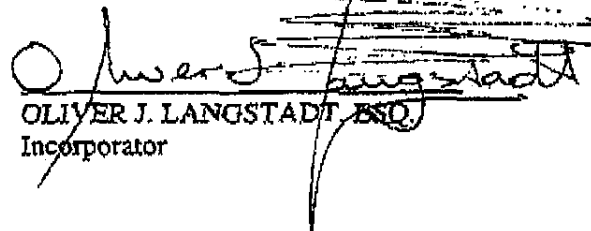
ARTICLE TEN

The Corporation shall indemnify each Officer and Director, including former Officers and Directors, to the full extent permitted by law.

ARTICLE ELEVEN

The power to adopt, alter, amend and repeal the By-Laws shall be vested in the Board of Directors, but all alterations, amendments, and repeals must be approved by a majority of the Shareholders.


IN WITNESS WHEREOF, the undersigned has signed these Articles of Incorporation on this 16 day of JANUARY, 2004.

  
OLIVER J. LANGSTADT, ESO.  
Incorporator

STATE OF FLORIDA                             )  
  ) ss:  
COUNTY OF MIAMI-DADE                 )

The foregoing instrument was acknowledged before me this 16 day of JANUARY, 2004, by OLIVER J. LANGSTADT, ESO., who personally appeared before me at the time of notarization.

My commission expires  **Clemens W. Pauly**  
My Commission **CG984367**  
(Seal) Expires **August 29, 2004**

  
Clemens W. Pauly  
Notary Public- State of Florida

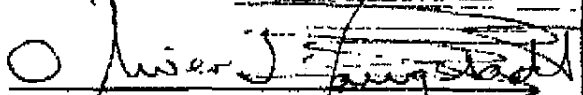
Personally Known  or Produced Identification \_\_\_\_\_  
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**ACCEPTANCE BY DESIGNATION  
REGISTERED AGENT/REGISTERED OFFICE**

I, the undersigned person, having been named as registered agent and to accept service of process for the above-stated corporation at the place designated in the foregoing articles of incorporation, 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.

DATED this 16 day of JANUARY, 2004.

  
**OLIVER J. LANGSTADT**  
Registered Agent

These Articles were prepared by:  
Oliver J. Langstadt, Esquire  
815 Ponce De Leon Boulevard, Suite P-201  
Coral Gables, Florida 33134  
Telephone (305) 461-5667  
Fax (305) 461-4885

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