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ALSO MEMBER OF NY BAR

NEW YORK, N.Y.

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359-9159

January 11, 1995

Secretary of State
New York Building
Division of Corporations
409 E. Gall Street
Tallahassee, Florida 32399

Re: Hybrid Investment Corp.
Our File No. 1302.01

Dear Sir/Madam:

Enclosed for filing is the original and one (1) copy of the Articles of Incorporation for the above-named corporation. Also enclosed is our firm's check in the amount of \$122.50 covering your fee for filing, certified copy and registered agent designation.

Please return to the undersigned a certified copy of these articles as soon as they are filed.

Your expeditious attention to this matter will be greatly appreciated.

Cordially,

ALEXANDER O. AKPODIETE
For the Firm

Enclosures

cc: Client

AOA
1302\01\L-DIVISO.01
January 11, 1995

GAVE

DATE BY PAGE TO

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**ARTICLES OF INCORPORATION
OF
HYBRID INVESTMENT CORP.**

FILED
95 JAN 17 AM 11:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, the undersigned, being of legal age and a natural person, do hereby subscribe to, acknowledge and file the following Articles of Incorporation for the purpose of creating a corporation under the laws of the State of Florida.

ARTICLE I

The name of this corporation shall be HYBRID INVESTMENT CORP. and the initial address of the corporation shall be c/o Oluwole Alle, 1940 N.W. 119th Street, #822, Miami, Florida 33167.

ARTICLE II

This corporation may engage in any activity or business permitted under the laws of the State of Florida.

ARTICLE III

The capital stock authorized, the par value thereof, and the characteristics of such stock shall be as follows:

<u>Number of Shares Authorized</u>	<u>Par Value Per Share</u>	<u>Class of Stock</u>
11	\$.01	Common

The consideration for all of said stock shall be payable in cash.

ARTICLE IV

This corporation shall ~~commence its existence effective as of January 2, 1995, and shall~~ exist perpetually thereafter unless sooner dissolved according to law.

ARTICLE V

The initial registered office of this corporation shall be Courthouse Tower, Suite 2050, 44 West Flagler Street, Miami, Florida 33130 with the privilege of having its offices and branch offices at other places within or without the State of Florida. The initial registered agent at that address shall be ALEXANDER O. AKPODIETE.

ARTICLE VI

This corporation shall have at least one director, with the exact number to be specified by the stockholders from time to time unless the stockholders shall, by a majority vote thereafter, determine that the corporation be managed by the stockholders.

ARTICLE VII

The names and addresses of the first directors of the corporation, who shall hold office for the first year or until his and her successors are duly elected and qualified, shall be:

Augustine Olabode Ajagbe
9505 S.W. 136th Street
Miami, Florida 33176

Mary Morenike Adeleke
6281 S.W. 196 Court
Miami, Florida 33193

Oluwole Alle
1940 N.W. 119th Street, #822
Miami, Florida 33167

Larry Kolapo
1031 N.W. 202 Street
Miami, Florida 33169

Luti Kashimawo
5364 N.E. 3rd Ave., Apt. #4
Miami, Florida 33137

Lawrence Ayo Adenuga
34 N.W. 95th St.
Miami Shores, Florida 33150

ARTICLE VIII

The name and address of the incorporator is Augustine Olabode Ajagbe, c/o Oluwole Alle, 1940 N.W. 119th Street, #822, Miami, Florida 33167.

ARTICLE IX

No contract or other transaction between this corporation and any other corporation, and no act of this corporation, shall in any way be effected or invalidated by the fact that any of the Directors of this corporation are pecuniarily or otherwise interested in, or are directors or officers of, such other corporation. Any Director individually, or any firm of which any Director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of this corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors of a majority thereof, and any Director of this corporation who is also a director or an officer of such other corporation, or who is so interested, may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this corporation, which shall authorize any such contract or transaction, with like force and effect as if he were not such a director or officer of such other corporation, or not so interested.

ARTICLE X

The private property of the stockholders shall not be subject to payment of the corporate debts in any event.

ARTICLE XI

This corporation shall indemnify and insure its officers and directors to the fullest extent permitted by law, either now or hereafter.

IN WITNESS WHEREOF, I, the undersigned, being the incorporator herein before named, for the purpose of forming a corporation to do business both within and without the State of Florida, under the laws of Florida, make and file these articles of incorporation, hereby declaring and certifying that the facts herein stated are true, and hereunto set my hand and seal this 9th day of JANUARY, 1995.

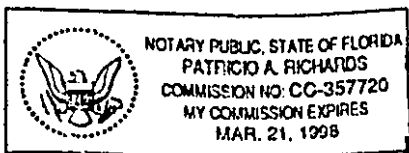


AUGUSTINE OLABODE AJAGBE, Incorporator

STATE OF FLORIDA :
 : SS.
COUNTY OF DADE :

BEFORE ME, the undersigned authority, personally appeared AUGUSTINE OLABODE AJAGBE, to me known to be the person described in and who executed the foregoing Articles of Incorporation, who, after first being duly sworn upon oath, acknowledged before me that he executed the same for the purpose therein expressed.

WITNESS my hand and official seal in the state and country last aforesaid this 9th day of JANUARY, 1995.



Signature: 

NOTARY PUBLIC

Name:

**CERTIFICATE DESIGNATING PLACE
OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THE STATE
NAMING AGENT UPON WHICH PROCESS MAY BE SERVED**

In compliance with the laws of Florida, the following is submitted:

First, that HYBRID INVESTMENT CORP., desiring to organize under the laws of the State of Florida, has named ALEXANDER O. AKPODIETE, Courthouse Tower, Suite 2050, 44 West Flagler Street, Miami, Florida 33130, County of Dade, State of Florida, as its statutory Registered Agent.

Having been named the statutory Registered Agent of the above corporation at the place designated in this certificate, I hereby accept the same and agree to act in this capacity and agree to comply with the provisions of Florida law relative to keeping the registered office open, and I accept the obligations of Section 607.325, F.S.



ALEXANDER O. AKPODIETE
Registered Agent

DATED this 9th day of January, 1995.

AOA
1302\01\ARTICLES.INC
January 4, 1995

FILED
95 JAN 17 AM 11:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA