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LOUIS MAMO & COMPANY
ACCOUNTANTS & TAX CONSULTANTS
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Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

70000172207
-04/08/96--01093--005
***122.50 ***122.50

SUBJECT: Hilco Enterprises, Inc.

Enclosed please find an original and one (1) copy of the Articles of Incorporation for the above corporation and check in the amount of \$ 122.50.

FROM: Louis Mamo & Company
3600 W. Commercial Blvd., Suite #207
Fort Lauderdale, FL 33309

FILED
96 APR -8 AM 11:26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

4-11-96
JR
JB

FILED
96 APR - 9 AM 11:28
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

Hilleo Enterprises, Inc.

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be:

Hilleo Enterprises, Inc.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

4546 Clemens Street, Suite D
Lake Worth, FL 33463

ARTICLE III CAPITAL STOCK

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 at a \$1.00 par value

ARTICLE IV INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is:

Patrick Hildebrandt
4546 Clemens Street, Suite D
Lake Worth, FL 33463

ARTICLE V - INCORPORATOR(S)

The name(s) and street address(es) of the incorporator(s) to these Articles of Incorporation is(are):

Patrick Hildebrandt
4546 Clemens Street, Suite D
Lake Worth, FL 33463

ARTICLE VI AMENDMENT

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

ARTICLE VII- BY LAWS

The power to adopt, alter, amend or repeal By-laws shall be vested in the Board of Directors and the shareholders.

The undersigned has(have) executed these Articles of Incorporation this
2 day of April, 1996.

 , President
Signature/Title

Signature/Title

Signature/Title

**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the state of Florida.

1. The name of the corporation is: Hilleo Enterprises, Inc.

2. The name and address of the registered agent and office is:

Patrick Hildebrandt

(NAME)

4546 Clemens Street, Suite D

(P.O. BOX NOT ACCEPTABLE)

Lake Worth, FL 33463

(CITY/STATE/ZIP)

SIGNATURE *Patrick Hildebrandt*
Corporate Officer

TITLE President

DATE 4/2/96

Having been named as Registered Agent and to accept service of process for the above stated corporation at the place designated in this certificate, 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.

SIGNATURE *Patrick Hildebrandt*

DATE 4/2/96

FILED
96 APR -8 PM 11:29
FALL RIVER, FLORIDA