February 19,1997

Dept. of State Division of Corporations P.O. Box 6327 Tallahassee, FL 32314

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To whom it may concern:

Please find the Articles of Incorporation for HTC USA, INC. to be filed. Also enclosed is a copy as requested and a check for filing fees.

Thank you for your time and attention in this matter.

Sincerely,

Ralph J. Mastige

RJM/vks encl. FILED M 10- 27
97 FEB 20 M 10- 27
SECRETARY OF STATE

ARTICLES OF INCORPORATION

OF

HTC USA, INC.

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I.

The name of the corporation shall be:

HTC USA, INCORPORATED

The principal place of business of this corporation shall be:

9210 13TH AVENUE CIRCLE NORTHWEST

BRADENTON, FLORIDA 34210

ARTICLE II.

The general purpose of this corporation shall be generally to engage and transact in real estate investments, property management, hotel and motel and to do all lawful business as permitted by law for corporations pursuant to the laws of the State of Florida and that are not otherwise prohibited by general law.

ARTICLE III.

The capital of this corporation shall consist of 100 shares of common stock having a par value of \$10.00 per share.

ARTICLE IV.

The name and address of the initial Registered Agent of the corporation shall be Ralph J. Mattice, Esquire, 2620-A Manatee

Avenue West, Bradenton, Florida 34205.

ARTICLE V.

This corporation is incorporated pursuant to Chapter 607 Florida Statues.

ARTICLE VI.

This corporation is to exist perpetually.

ARTICLE VII.

This corporation shall have a President, Vice President and Treasurer:

Vladimir Blaskovic 9210 13th Ave. Cir. W. Bradenton, Florida 34209 President/Vice President Treasurer

ARTICLE VIII.

This corporation shall have no Directors, but the officers of the corporation shall constitute an executive committee and shall have all the powers of a Board of Directors as set forth in Chapter 607, Florida Statutes (1989).

ARTICLE IX.

The name and street address of the incorporators to these Articles of Incorporation are:

Vladimir Blaskovic 9210 13th Ave. Cir. W. Bradenton, Florida 34209 100 shares

ARTICLE X.

The date and time of the commencement of the corporate existence is as of the time of filing of Articles by the Department.

Vladimir Blaskovic Incorporator

ACKNOWLEDGMENT

Having been named to accept service of process for the abovestated corporation at the place designated in this certificate, I hereby accept to act in the capacity, and agree to comply with the provision of said Act relative to keeping open said office.

Mai havis

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SECRETARY OF STAT

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