

P98000037756



ACCOUNT NO. : 072100000032

REFERENCE : 792604 4333573

AUTHORIZATION : Patricia Pizzuti

COST LIMIT : \$ 70.00

ORDER DATE : April 23, 1998

ORDER TIME : 10:06 AM

ORDER NO. : 792604-005

CUSTOMER NO: 4333573

CUSTOMER: Vincent Balardi, Esq
MORGENTHAU GREENES GOLDFARB &
ARONAUER PC
575 Lexington Avenue, 31st Fl.
New York, NY 10022

900002500909--4

DOMESTIC FILING

NAME: HCM MERGER CORP.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Cassandra Bryant

EXAMINER'S INITIALS:

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 APR 27 PM 12:24

RECEIVED
98 APR 27 AM 11:26
DIVISION OF CORPORATIONS

ARTICLES OF INCORPORATION

OF

HCM MERGER CORP.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 APR 27 PM 12:24

The undersigned, being an individual, does hereby act as incorporator in adopting the following Articles of Incorporation for the purpose of organizing a corporation for profit, pursuant to the provisions of the Florida Business Corporation Act.

FIRST: The corporate name for the corporation (hereinafter called the "corporation") is HCM MERGER CORP.

SECOND: The street address, wherever located, of the principal office of the corporation is 1515 South Federal Highway, Suite 401, Boca Raton, Florida 33432.

The mailing address, wherever located, of the corporation is 1515 South Federal Highway, Suite 401, Boca Raton, Florida 33432.

THIRD: The number of shares that the corporation is authorized to issue is ten million, all of which are of a par value of \$.01 each and are of the same class and are to be Common shares.

FOURTH: The street address of the initial registered office of the corporation in the State of Florida is c/o Corporation Service Company, 1201 Hays Street, Tallahassee, Florida 32301.

The name of the initial registered agent of the corporation at the said registered office is Corporation Service Company.

The written acceptance of the said initial registered agent, as required by the provisions of Section 607.0501(3) of the Florida Business Corporation Act, is set forth following the signature of the incorporator and is made a part of these Articles of Incorporation.

FIFTH: The name and the address of the incorporator are:

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98 APR 27 PM 12:24

<u>NAME</u>	<u>ADDRESS</u>
David Nickelsen	375 Hudson Street, 11th Floor New York, New York 10014

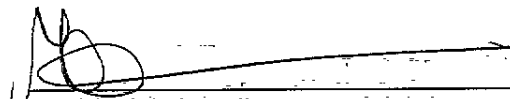
SIXTH: The purposes for which the corporation is organized are to engage in any lawful business for which corporations may be organized under the Florida Business Corporation Act.

SEVENTH: The duration of the corporation shall be perpetual.

EIGHTH: The corporation shall, to the fullest extent permitted by the provisions of the Florida Business Corporation Act, as the same may be amended and supplemented, indemnify any and all persons whom it shall have power to indemnify under said provisions from and against any and all of the expenses, liabilities, or other matters referred to in or covered by said provisions, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any Bylaw, vote of shareholders or disinterested directors, or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee, or agent and shall inure to the benefit of the heirs, executors, and administrators of such a person.

NINTH: Whenever the corporation shall be engaged in the business of exploiting natural resources or other wasting assets, distributions may be paid in cash out of depletion or similar reserves at the discretion of the Board of Directors and in conformity with the provisions of the Florida Business Corporation Act.

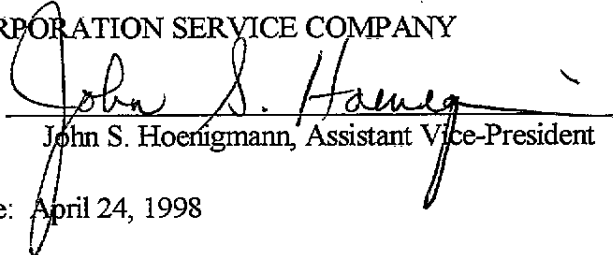
Signed on April 24, 1998.



David Nickelsen, Incorporator

Having been named as registered agent and to accept service of process for the above-named corporation at the place designated in these Articles of Incorporation, 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.

CORPORATION SERVICE COMPANY

By: 
John S. Hoenigmann, Assistant Vice-President

Date: April 24, 1998