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FEDERAL EXPRESS

February 1, 2000

Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

Re: Hilltop Investments Corp.
Articles of Incorporation

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*****78.75 *****78.75

Gentlemen:

Enclosed you will find original and one (1) copy of Articles of Incorporation for the above referenced corporation together with a check in the amount of \$78.75, representing the filing fee. Please file and return a certified copy to us at the above address in the enclosed return Federal Express envelope.

Very truly yours,

Robert S. Wise, P.A.

By: 

FedEx Airbill Tracking No.: 808267129206

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Enclosure(s)

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TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION
OF
HILLTOP INVESTMENTS CORP.

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. NAME

The name of the corporation shall be:

HILLTOP INVESTMENTS CORP.

The principal place of business of this corporation shall be 9632 Gray Hawk Way, Lake Worth, Florida 33467.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, county, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 7500 shares of common stock having a par value of \$1.00 per share.

ARTICLE IV. ADDRESS

The street address of the initial registered office of the corporation shall be 2625 N. Dundee Street, Tampa, Florida 33629, and the name of the registered agent of the corporation at that address is Christopher Rinker.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. DIRECTORS

The number of directors of this corporation shall be two (2) initially. The number of directors may be increased or decreased from time to time, but shall never be less than one (1) nor more than five (5). The

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TALLAHASSEE, FLORIDA

name and address of the initial members of the First Board of Directors who shall hold office until their successors are elected or appointed and has qualified are:

David Rinker
9632 Gray Hawk Way
Lake Worth, Florida 33467

Christopher Rinker
2625 N. Dundee Street
Tampa, Florida 33629

ARTICLE VII. AMENDMENT

This 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 VIII. EFFECTIVE DATE

The date that the corporation existence shall begin shall be the date of filing of the Articles of Incorporation with the Secretary of State, State of Florida.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation, this 1 day of February, 2000.

CR (SEAL)
CHRISTOPHER RINKER, Subscriber

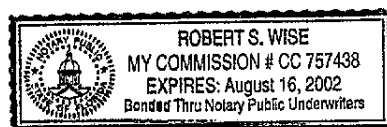
STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

BEFORE ME, the undersigned officer, duly authorized to administer oaths and take acknowledgments, personally appeared, CHRISTOPHER RINKER, who, after being duly cautioned and sworn, deposes and says that he has affixed his name to the foregoing Articles of Incorporation of Hilltop Investments Corp., as the original subscriber to said corporation, for the purposes therein expressed.

WITNESS my hand and official seal at Tampa, Florida, this 1 day of February, 2000.

[Signature] (SEAL)
NOTARY PUBLIC

My Commission Expires:



HILLTOP INVESTMENTS CORP.

FIRST - that desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation, and its registered office at 2625 N. Dundee Street, Tampa, Florida 33629, County of Hillsborough, has named Christopher Rinker as its agent to accept service of process within this State.

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

CHRISTOPHER RINKER

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