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Law Offices Of
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(770) 955-1118

TOM B. BENHAM
ADMITTED IN GEORGIA & FLORIDA

FAX NO. (770) 955-6326

January 31, 2000

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-02/07/00--01128--017
*****70.00 *****70.00

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Re: Articles of Incorporation
- HB INDUSTRIES, INC.

FILED
00 MAR -2 PM 2:49
SECRETARY OF STATE
TALLAHASSEE FLORIDA

Dear Sir or Madam:

I enclose the original and one copy of Articles of Incorporation of HB INDUSTRIES, INC. I also enclose a check in the amount of \$70.00 payable to the Florida Department of State for the incorporation fee and designation of registered agent fee.

Please direct any correspondence, confirmation or questions relative to this matter to the undersigned.

Thank you for your assistance.

Sincerely,


Tom Benham

TBB:sjb
enc.

3/2
Informed client by letter
Corrected Art. 8 to read three (3)
it was listed two (3).

S. Thompson MAR 02 2000



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

February 15, 2000

TOM BENHAM, ESQ.
380 INTERSTATE NORTH PKWY., STE. 320
ATLANTA, GA 30339-2282

SUBJECT: HB INDUSTRIES, INC.
Ref. Number: W00000003985

We have received your document for HB INDUSTRIES, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

Adding "of Florida" or "Florida" to the end of a name is not acceptable.

Article 8 states there will be two director(s), whereas three is/are listed.

If you have any further questions concerning your document, please call (850) 487-6929.

Shannon Thompson
Document Specialist

Letter Number: 800A00007763

ARTICLES OF INCORPORATION

OF

HBK INDUSTRIES, INC.

FILED
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SECRETARY OF STATE
TALLAHASSEE FLORIDA

1.

The name of the corporation is:

"HBK INDUSTRIES, INC."

2.

The corporation shall have perpetual duration.

3.

The corporation is created under the Florida Business Organizations Statute and is organized as a corporation to transact any and all lawful business for which corporations may be incorporated.

4.

The corporation shall have authority exercised by the Board of Directors to issue not more than Ten Thousand (10,000) shares of stock.

5.

The initial registered office of the corporation shall be at 3020 North Atlanta Boulevard, Fort Lauderdale, Florida 33308, and the initial registered agent at said address shall be Richard L. Blumberg.

6.

The name and address of the incorporator is Tom Benham,
380 Interstate North Parkway, Suite 320, Atlanta, Georgia 30339.

7.

The mailing address of the initial principal office of
the corporation is 3020 North Atlantic Boulevard, Fort Lauderdale,
Florida 33308.

8.

The initial Board of Directors shall consist of three (3)
members. Their names and addresses are as follows:

Richard L. Blumberg
3020 North Atlantic Boulevard
Fort Lauderdale, Florida 33308

Hector Hall
15373 N.W. 1st Street
Pembroke Pines, Florida 33028

Roger Koenigsberg
3329 E. Bayaud Avenue, #615
Denver, Colorado 80209

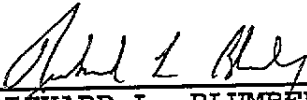
IN WITNESS WHEREOF, the undersigned incorporator
executes these Articles of Incorporation.


TOM BENHAM, Incorporator

TOM B. BENHAM, P.C.
SUITE 320
380 INTERSTATE NORTH PARKWAY
ATLANTA, GEORGIA 30339-2282
(770) 955-1118

ACKNOWLEDGEMENT BY REGISTERED AGENT

Having been named as registered agent and to accept service of process for HBK INDUSTRIES, INC., 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.



RICHARD L. BLUMBERG [DATE]

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SECRETARY OF STATE
TALLAHASSEE FLORIDA