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MATTHEW BAPTY, ESQ.  
ATTORNEY AT LAW

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(305) 448-7449 Tel., Fax (305) 448-6560.

April 7, 2000

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

700003209867--8  
-04/14/00--01080--013  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

Re: New Corp. Filing

"Honde Inc."

Dear Sir/Madam:

Enclosed please find Articles of Incorporation and the Designation and Acceptance of Registered Agent for filing, together with our check in the amount of \$ 78.75 to cover the filing fee, certificate charge, and designation of registered agent.

I have also enclosed an additional copy of the Articles of Incorporation which I would appreciate having stamped and returned to the above address, with the certificate.

**EFFECTIVE DATE**  
4-11-00

Sincerely,

  
Matthew Bapty, Esq.

00 APR 14 AM 11:36  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
**FILED**

**EFFECTIVE DATE**

4-11-00

**ARTICLES OF INCORPORATION**

**OF**

**HONDE INC.**

**FILED**  
00 APR 14 AM 11:36  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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

**ARTICLE I NAME & ADDRESS**

The name of the corporation shall be HONDE INC., and the principal office and mailing address is; 1 South Drive, Miami Springs, Florida, 33166.

**ARTICLE II NATURE OF BUSINESS**

This corporation may engage in or transact any and 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 10, 000 shares of common stock having a par value of \$1.00 per share.

**ARTICLE IV ADDRESS-REGISTERED AGENT**

The street address of the initial registered office and Agent of the corporation shall be 1 South Drive, Miami Springs, Florida, 33166 and the name of the initial Registered Agent for the corporation at that address is Herbert LeBoyer.

**ARTICLE V SPECIAL PROVISIONS**

The stock of this corporation is intended to qualify under the requirements of Section 1244 of the Internal Revenue Code and the regulations issued thereunder. Such actions as may be necessary shall be deemed to have been taken by the appropriate officers to accomplish this compliance.

## ARTICLE VI TERM OF EXISTENCE

This corporation shall exist perpetually commencing on the day of execution and acknowledgement of these Articles, or upon filing with the Department of State of the State of Florida in the event these Articles are not filed within five days, exclusive of legal holidays, after execution and acknowledgement .

## ARTICLE VII LIMITATION OF LIABILITY

Each director, stockholder and officer, in consideration for his services, shall, in the absence of fraud, be indemnified, whether then in office or not, for the reasonable cost and expenses incurred by him in connection with the defense of, or for advice concerning any claim asserted or proceeding brought against him by reason of his being or having been a director, stockholder or officer of the corporation or of any subsidiary of the corporation, whether or not wholly owned, to the maximum extent permitted by law. The foregoing right of indemnification shall be inclusive of any other rights to which any director, stockholder or officer may be entitled as a matter of law.

## ARTICLE VIII SELF DEALING

No contract or other transaction between the corporation and other corporations, in the absence of fraud, shall be affected or invalidated by the fact that any one or more of the directors of the corporation is or are interested in a contract or transaction, or are directors or officers of any other corporation, and any director or directors, individually or jointly, may be a party or parties to, or may be interested in such contract, act or transaction, or in any way connected with such person or person's firm or corporation, and each and every person who may become a director of the corporation is hereby relieved from any liability that might otherwise exist from this contracting with the corporation for the benefit of himself or any firm, association or corporation in which he may be in any way interested. Any director of the corporation may vote upon any transaction with the corporation without regard to the fact that he is also a director of such subsidiary or corporation.

## ARTICLE IX INCORPORATORS

The name and address of the incorporators are:

Herbert LeBoyer  
6156 Pine Tree Drive  
Miami Beach, FL 33140

&

Daniel Licciardi  
8912 SW 150 N. Circle  
Miami, FL 33196

ARTICLE X BY LAWS

The initial By-Laws of this corporation shall be adopted by the Directors. The By-Laws may be amended, adopted or repealed in the manner provided in the By-Laws by either the shareholders or the Directors.

ARTICLE XI AMENDMENT

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

ARTICLE XII DIRECTORS

This corporation shall have a minimum of two directors. The number of Directors may be increased or decreased from time to time by the by-laws, but shall be no less than two. The initial Board of Directors shall consist of the following two (2) directors:

Herbert LeBoyer  
6156 Pine Tree Drive  
Miami Beach, FL 33140

&

Daniel Licciardi  
8912 SW 150 N. Circle  
Miami, FL 33196

IN WITNESS WHEREOF, the undersigneds have hereunto set his hand and seal on this 11 day of April, 2000.

**Incorporators:**

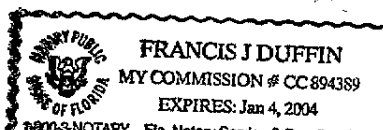
Herbert LeBoyer  
Herbert LeBoyer  
6156 Pine Tree Drive  
Miami Beach, FL 33140

STATE OF FLORIDA )  
COUNTY OF DADE )

BEFORE ME, the undersigned authority, personally appeared Herbert LeBoyer,, and having produced Florida Drivers license # \_\_\_\_\_ as identification who was sworn and subscribed his signature hereto, and states the above facts are true and accurate to his best knowledge and abilities.

SWORN TO AND SUBSCRIBED before me on this 11 day of <sup>April</sup> ~~March~~, 2000.

Francis J. Duffin  
NOTARY PUBLIC-STATE OF FLORIDA



*Daniel J Licciardi*

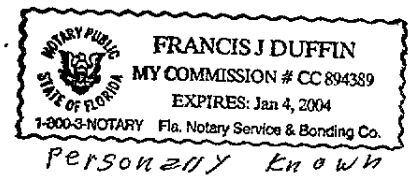
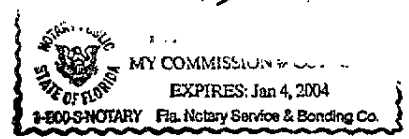
Daniel Licciardi  
8912 SW 150 N. Circle  
Miami, FL 33196

STATE OF FLORIDA )  
COUNTY OF DADE )

BEFORE ME, the undersigned authority, personally appeared Daniel Licciardi, and having produced Florida Drivers license # \_\_\_\_\_ as identification who was sworn and subscribed his signature hereto, and states the above facts are true and accurate to his best knowledge and abilities.

SWORN TO AND SUBSCRIBED before me on this 11 day of April, 2000.

*Francis J Duffin*  
NOTARY PUBLIC-STATE OF FLORIDA



**DESIGNATION OF AND ACCEPTANCE**  
**BY REGISTERED AGENT**

**FILED**  
00 APR 14 AM 11:36  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

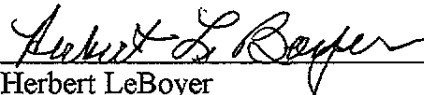
The following is submitted in compliance with the laws of the State of Florida.

Honde Inc. , a corporation organizing under the laws of the State of Florida, with its principal office located at 1 South Drive, Miami Springs, Florida, 33166, has named Herbert LeBoyer, whose home address is 6156 Pine Tree Drive, Miami beach, Florida 33140, as its Agent to accept service of process within this State. The address of the office of the Registered agent for his purposes as an agent is, 1 South Drive, Miami Springs, Florida, 33166.

ACCEPTANCE:

I agree as Registered Agent to accept service of process; to keep the office open during prescribed hours; to post my name (and any other officers of said corporation authorized to accept service of process at the above designated address) in some conspicuous place in the office as required by law.

Registered Agent:

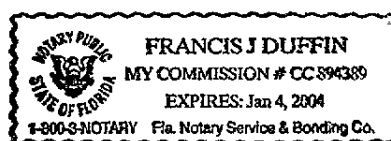
  
\_\_\_\_\_  
Herbert LeBoyer

STATE OF FLORIDA )  
COUNTY OF DADE )

BEFORE ME, the undersigned authority, personally appeared Herbert LeBoyer,, and having produced Florida Drivers license # \_\_\_\_\_ as identification who was sworn and subscribed his signature hereto, and states the above facts are true and accurate to his best knowledge and abilities.

SWORN TO AND SUBSCRIBED before me on this 11 day of <sup>April</sup>~~March~~, 2000. *JD*

  
\_\_\_\_\_  
NOTARY PUBLIC STATE OF FLORIDA



*PERSONALLY KNOWN*