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ACCOUNT NO. : 072100000032

REFERENCE : 751441 7196152

AUTHORIZATION :

Patricia Piquero

COST LIMIT : \$ 78.75

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 JUN 30 PM 2:35

ORDER DATE : June 30, 2000

ORDER TIME : 1:36 PM

ORDER NO. : 751441-010

100003310341--6

CUSTOMER NO: 7196152

CUSTOMER: Mr. Joseph B. Mcfarland
Smejda & Mcfarland, Llp

One Urban Centre
4830 W Kennedy Blvd., Ste. 750
Tampa, FL 33609

DOMESTIC FILING

NAME: HILPHO, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY

CONTACT PERSON: Darlene Ward - EXT. 1135

EXAMINER'S INITIALS:

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DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

J 7/3/00

**ARTICLES OF INCORPORATION
OF
HILPHO, INC.**

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DIVISION OF CORPORATIONS

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The undersigned, for the purposes of forming a corporation under the Florida Business Corporation Act, hereby adopts the following articles of incorporation.

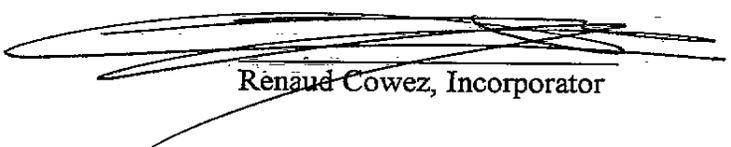
- FIRST:** The corporate name shall be: HILPHO, INC.
- SECOND:** The address and the principal office and the mailing address of the corporation shall be: 36750 U.S. 19 No. # 2245
Tarpon Springs FL 34689
- THIRD:** The number of shares the corporation is authorized to issue shall be: 1,000 shares with a par value of 1 cent (\$0.01) each.
- FOURTH:** (a) The shares are to be divided into classes, and the designation of each class is:
- | | | |
|--------------------------|-----|---------|
| Preferred Stock: | 500 | Class A |
| Common Non-Voting Stock: | 300 | Class B |
| Common Voting Stock | 200 | Class C |
- (b) The statement of preferences, limitations, and relative rights in respect of the shares of each class is to be specified by directors upon their designation and authorization.
- FIFTH:** The Board of Directors shall have full and unfettered authority to establish series for the Class "A" and Class "B" stock and to fix and determine the variations in the relative rights and preferences between, among, or within any series.
- SIXTH:** The corporation shall have perpetual existence.
- SEVENTH:** Provisions for the regulation of the internal affairs of the corporation are to be provided by the Corporate By-Laws, which may be amended by either the Shareholders or the Board of Directors.
- EIGHTH:** The street address of the registered office of the corporation is c/o Joseph B. McFarland, Smejda & McFarland, LLP, 4830 W. Kennedy Blvd., Ste. 750, Tampa, FL 33609, and the name of the registered agent at such address is Joseph B. McFarland.

NINTH: The name and address of the person who is to serve as initial director until the annual meeting of the Shareholders or until a successor is elected and shall qualify is Philippe Cowez, 26, rue Albert Ier, 95620 Parmain, France.

TENTH: The name and address of the incorporator shall be Renaud Cowez, 36750 U.S. 19 No. # 2245, Tarpon Springs FL 34689

ELEVENTH: This corporation will be formed with an effective date of June 30, 2000.

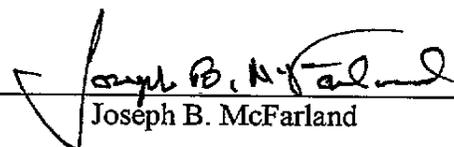
The undersigned has executed these Articles of Incorporation this 29 day of June, 2000.


Renaud Cowez, Incorporator

ACCEPTANCE BY DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

I, the undersigned person, having been named as registered agent and to accept service of process for the above-stated corporation at the place designated in this statement, 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.

Date: June 29, 2000


Joseph B. McFarland

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