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TRANSMITTAL LETTER

Department of State
Division of Corporations
P.O. BOX 6327
Tallahassee, FL 32314

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-08/07/00--01128--004
****122.50 *****78.75

SUBJECT: H & R Technologies, Corp.

(Proposed corporate name)

Enclosed is an original and one (1) copy of the articles of incorporation and our check for \$_____

ROM: H & R Technologies, Corp.

Name (printed or typed)

10221 SW 18th Street

Address

Miramar, Fl. 33025

City, State & Zip Code

(954) 441-0966

Telephone Number

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 AUG -7 AM 11:43

Note: Please provide the original and one copy of the Articles.

ga 8/11/00

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

ARTICLES OF INCORPORATION

00 AUG -7 AM 11:43

The undersigned incorporator(s) for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be:

H & R Technologies, Corp.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

10221 SW 18th
Miramar, Fl. 33025

ARTICLE III SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

100 Shares @ \$1.00 par value

ARTICLE IV INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is:

Carlos Rodriguez
17730 NW 67th Ave. Apt #511
Miami, Fl. 33015

ARTICLE V INCORPORATOR(S)

The name(s) and street address(es) of the incorporator(s) to these Articles of Incorporation is(are):

Carlos Rodriguez
17730 NW 67th Ave. Apt #511
Miami, Fl. 33015

President / Secretary

Howard E Palacin
10221 SW 18th Street
Miramar, Fl. 33025

Vice-President / Treasurer

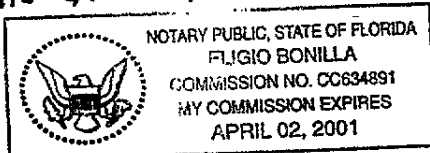
The undersigned incorporator(s) has (have) executed these Articles of Incorporation this 4th day of August 2000

Carlos Rodriguez
Signature

Howard E Palacin
Signature

Signature

PERSONALLY KNOWN TO ME
& PRODUCED DRIVER LICENSE ID.
THIS 4th DAY OF AUG. 2000



L. B. I.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

00 AUG -7 AM 11:43

CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES,
THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE
OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE
REGISTERED OFFICE. REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is H & R Technologies, Corp.

10221 SW 18th Street
Miramar, Fl. 33025

2. The name and address of the registered agent and office is:

Carlos Rodriguez

(Name)

17730 NW 67 Ave. Apt. 511

(P.O. Box or Mail Drop NOT acceptable)

Miami, Fl. 33015

(City/State/Zip)

Having been named as registered agent and to accept service of
process for the above stated corporation at the place designated in
this certificate, 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.


(SIGNATURE)

AUG 4, 2000
(DATE)

DIVISION OF CORPORATIONS, P.O. BOX 6327, TALLAHASSEE, FL 32314