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DATE: OCTOBER 20, 2000

SECRETARY OF STATE
DIVISION OF CORPORATIONS
P.O. BOX 6327
TALLAHASSEE, FLORIDA 32314

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*****70.00 *****70.00

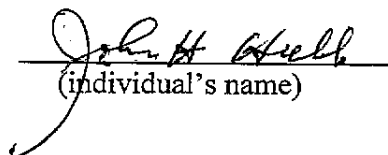
RE: HERO HOLDINGS, INC.

Gentlemen:

Enclosed please find the original and one copy of the Articles of Incorporation, together with my check in the amount of \$70.00.

This represents the cost of the Filing Fees, Certified Copy of Articles of Incorporation and Fee for Registered Agent Designation for the above named corporation.

Very truly yours,


(individual's name)

HERO HOLDINGS, INC
(name of corporation)

FILED
00 NOV -3 AM 9:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

MAILING ADDRESS OF CORPORATION

C/O John H. Hull
5714 Coco Palm Drive
Fort Lauderdale, Florida 33319

PHONE:

(954)714-3945
(area code) (number)

✓ T. Burch NOV 6 2000

ARTICLES OF INCORPORATION

of

HERO HOLDINGS, INC.
(name of corporation)

ARTICLE I- CORPORATE NAME:

The name of the corporation is:

HERO HOLDINGS, INC.

ARTICLE II- DURATION:

This corporation shall exist perpetually unless dissolved according to Florida law.

ARTICLE III- PURPOSE:

The corporation is organized for the purpose of engaging in any activities or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV- CAPITAL STOCK:

The corporation is authorized to issue FIVE HUNDRED shares (500) of One Dollar(s) (\$1.00) par value Common Stock, which shall be designated "Common Shares".

ARTICLE V- INITIAL REGISTERED OFFICE AND AGENT:

The street address of the Initial Registered Agent office and the name of the Initial Registered Agent at that office is:

John H. Hull
5714 Coco Palm Drive
Fort Lauderdale, Florida 33319

The principal office or the mailing address of the corporation is:

C/O John H. Hull
5714 Coco Palm Drive
Fort Lauderdale, Florida 33319

FILED
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TALLAHASSEE, FLORIDA

ARTICLE VI- INITIAL BOARD OF DIRECTORS:

This corporation shall have ONE (1) director(s) initially. The number of directors may be either increased or decreased from time to time by the By-Laws, but shall never be less than one (1). The names and addresses of the initial director(s) of the corporation are as follows.

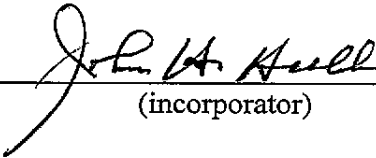
THOMAS A. ROTH
1291 S. POWERLINE ROAD, SUITE 14
POMPANO BEACH, FLORIDA 33069-4329

ARTICLE VII- INCORPORATORS:

The names and addresses of the incorporator(s) signing these Articles of Incorporation are as follows.

John H. Hull
5714 Coco Palm Drive
Fort Lauderdale, Florida 33319

IN WITNESS WHEREOF, the undersigned subscriber(s) have executed these Articles of Incorporation this 20TH day of OCTOBER, 2000.



(incorporator)

**CERTIFICATE AND ACKNOWLEDGMENT
OF REGISTERED AGENT**

CERTIFICATE OF REGISTERED AGENT

OF

HERO HOLDINGS, INC.
(name of corporation)

Pursuant to the Florida Statutes Sections 48.091 and 607.0501,
The following is submitted:

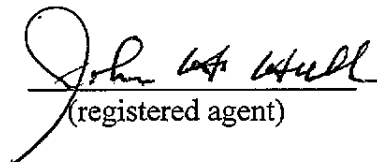
The above corporation, desiring to organize under the laws of
the State of Florida with its registered office as indicated in the
Articles of Incorporation

At 5714 Coco Palm Drive
Fort Lauderdale, Florida 33319

has named John H. Hull located at the aforesaid
address, as its Registered Agent to accept service of process
within this state.

ACKNOWLEDGMENT

Having been named as Registered Agent to accept service of process
for the above stated corporation at the place designated in this certificate,
and being familiar with the obligations of that position, I hereby accept to
act in this capacity, and agree to comply with the provisions of Florida
Law in keeping open said office.


(registered agent)

00 NOV -3 AM 9:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED