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February 6, 2001

STATE OF FLORIDA, SECRETARY OF STATE

Division of Corporations P.O. Box 6327 Tallahassee, Florida 32301

RE: ROD ZAMOTIN Our File No: 01-DZ6

HELPIN CORPORATION, INC.

Very truly y

JOSÉPH A SOLLA

40000 ****122.50

Dear Sir or Madam:

Attached please find Articles of Incorporation for the captioned corporation to be filed pursuant to law. Please return a certified copy of Articles to this office following filing.

Also attached, please find a Designation of Registered Agent and our trust check for the appropriate fees.

Your usual cooperation is appreciated.

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Articles, HELPIN CORPORATION, INC.

Reg. Agent Designation & Acceptance

Check

cc:

ROD ZAMOTIN

ARTICLES OF INCORPORATION OF,

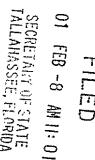
HELPIN CORPORATION, INC.

EFFECTIVE DATE

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopt the following Articles of Incorporation:

ARTICLE I. NAME

The name of this corporation is **HELPIN CORPORATION**, **INC.**.



ARTICLE II. DURATION

The term of existence of the corporation is perpetual. Corporate existence shall begin on February 7, 2001.

ARTICLE III. PURPOSE

The corporation may transact any and all lawful business for which corporations may be incorporated under the Florida General Corporation Act.

ARTICLE IV. CAPITAL STOCK

The aggregate number of shares which the corporation has authority to issue is 10,000, all of which shall be common shares with a par value of \$1.00.

ARTICLE V. REGISTERED OFFICE

The street address of the principal place of business of the corporation is 259 Nahkoda, Miami Springs, Florida 33166, and the name of the initial registered agent at such address is ROD ZAMOTIN.

ARTICLE VI. DIRECTORS

This corporation shall have no directors. The business of the corporation shall be managed by the shareholders.

ARTICLE VII. INCORPORATORS

The name and address of the incorporator is:

ROD ZAMOTIN

259 Nahkoda Miami Springs, Florida 33166

IN WITNESS WHEREOF, the undersigned has subscribed his name this day of February, 2001.

ROD ZAMOTIN

STATE OF FLORIDA COUNTY OF DADE

The foregoing instrument was acknowledged before me this day of February, 2001, by ROD ZAMOTIN, who is personally knewn to me or who has produced

as identification

Notary Public, State of Florida

Joseph A Solla III

* My Commission CC925052

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED AND NAMES ADDRESSES OF OFFICERS AND DIRECTORS

The following is submitted in compliance with §48.091, Florida Statutes:

HELPIN CORPORATION, INC., a corporation organizing under the laws of the State of Florida, with its principal office at 259 Nahkoda, Miami Springs, Florida 33166, has named ROD ZAMOTIN, located at 259 Nahkoda, Miami Springs, Florida 33166, as its agent to accept service of process within this state.

OFFICERS:

NAME **ROD ZAMOTIN**

TITLE President SPECIFIC ADDRESS

259 Nahkoda

Miami Springs,

Florida

33166

DIRECTORS:

NONE

HELPIN CORPORATION, INC.

ACCEPTANCE

I agree as Registered Agent to accept service of process; to keep the registered 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 Florida designated address) in some conspicuous place in the office as required by law.