

PO1000059770

June 6

May, 2001

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

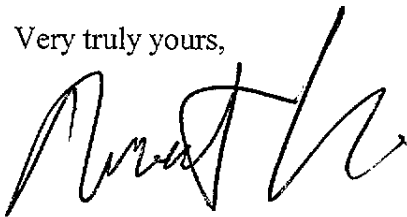
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****122.50 ****78.75

Re: Articles of Incorporation for "HILLSBORO, INC."

Dear Sir/Madam:

Enclosed please find Articles of Incorporation (original plus a copy) for "HILLSBORO, INC." Also enclosed is a check in the amount of \$122.50 for filing purposes as well as a self-addressed stamped envelope to return a copy of the recorded document.

Very truly yours,



Robert Kahn

Enclosures

Hillsboro articles incorporation

FILED
01 JUN 13 AM 11:39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

G. BULLOCK JUN 15 2001

ARTICLES OF INCORPORATION

OF

HILLSBORO, INC.

FILED

01 JUN 13 AM 11:39

**SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

ARTICLE I.

CORPORATE NAME

The name of the corporation is: **Hillsboro, Inc.**

ARTICLE II.

NATURE OF CORPORATE BUSINESS

The corporation may engage in or transact any or all activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE III.

CAPITAL STOCK

The corporation is authorized to issue and have outstanding at any one time an aggregate number of 1,000 shares of one class of common stock having a par value of ONE (\$1.00) DOLLAR per share. The consideration to be paid for each share of stock shall be fixed by the Board of Directors.

ARTICLE IV.

PREEMPTIVE RIGHTS

Shareholders of corporation shall have preemptive rights.

ARTICLE V.

INITIAL REGISTERED AGENT AND INITIAL REGISTERED OFFICE

The corporation's initial Registered Agent and Registered Office in the State of Florida is:

INITIAL REGISTERED AGENT: Deborah Marshall

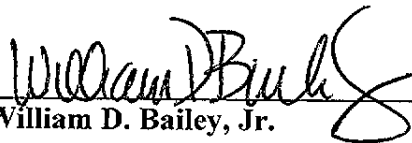
INITIAL REGISTERED OFFICE: 8300 Biscayne Blvd., Miami, FL 33138

ARTICLE VII.

INCORPORATOR

The name and address of the INCORPORATOR executing these Articles of Incorporation is:

William D. Bailey, Jr.
14831 NW 7th Ave.
Miami, FL 33168

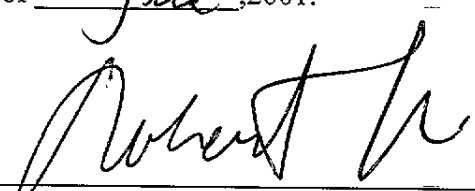


William D. Bailey, Jr.

**STATE OF FLORIDA)
COUNTY OF MIAMI-DADE) SS**

BEFORE ME, personally appeared **William D. Bailey, Jr.** to me well known and known to me to be the individual described in and who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed the same for the purposes therein expressed, who is personally known to me or who did produce as identification: Personally for

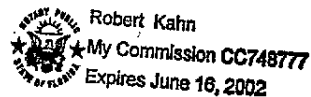
6th **WITNESS** my hand and official seal in the County and State named above this day of June, 2001.



NOTARY PUBLIC, State of Florida at Large
Printed Name: ROBERT KAHN

My commission expires:

Hillsboro articles inc.



INITIAL PRINCIPAL OFFICE OF CORPORATION:

**109 W. Hillsboro Blvd.
Deerfield Beach, FL 33441**

ACKNOWLEDGMENT AND CONSENT OF REGISTERED AGENT:

Having been named Initial Registered Agent to accept service of process on the corporation at the Initial Registered Office designated in these Articles of Incorporation, I hereby accept such status and consent to act in this capacity and agree to comply with all the requirements of law pertaining thereto.



**Deborah Marshall
REGISTERED AGENT**

ARTICLE VI.

INITIAL DIRECTORS

The name and address of the initial Board of Directors are:

**William D. Bailey, Jr.
14831 NW 7th Ave.
Miami, FL 33168**

**Albert Hinson
14831 NW 7th Ave.
Miami, FL 33168**

**Robert R. Bailey
14831 NW 7th Ave.
Miami, FL 33168**