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RONALD L. SIEGEL
Board Certified in
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October 31, 2001

VIA FEDERAL EXPRESS

Division of Corporations
Secretary of State
409 East Gaines Street
Tallahassee, Florida 32399

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*****78.75 *****78.75

Re: HARTZELL HOLDINGS, INC.

Dear Sir or Madam:

I enclose the following in connection with the above-referenced corporation:

- Articles of Incorporation
- Designation of Registered Agent
- Check in the amount of \$78.75

Please return a certified copy of the filed Articles of Incorporations to the undersigned in the enclosed prepaid Federal Express envelope.

Your cooperation in this matter is greatly appreciated.

Very truly yours,

Ronald L. Siegel
RONALD L. SIEGEL

RLS/jl

Enclosures

FILED
01 NOV - 1 AM 11:46
SECRETARY OF STATE
TALLAHASSEE FLORIDA

4

STATE OF FLORIDA
ARTICLES OF INCORPORATION
OF
HARTZELL HOLDINGS, INC.

FILED
01 NOV -1 AM 11:46
SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned, acting as incorporator of a corporation under the Florida General Corporation Act, adopt the following Articles of Incorporation:

ARTICLE I

The name of the corporation is HARTZELL HOLDINGS, INC. The principal office and mailing address is 3550 Washington Street, #412B, Hollywood, Florida 33021.

ARTICLE II

This corporation is to exist perpetually.

ARTICLE III

The purpose for which the corporation is organized is to engage in the transaction of any or all lawful business for which corporations may be incorporated under the provisions of the Florida General Corporation Act.

ARTICLE IV

The aggregate number of shares which the corporation shall have authority to issue is Ten Thousand (10,000) Common Shares at \$.01 par value.

ARTICLE V

Provisions granting preemptive rights are: The holders of common shares shall, upon the issue or sale of shares of stock, any class (whether now or hereafter authorized), have the right, during such period of time and on such conditions the Board of Directors shall prescribe, to subscribe to and purchase such shares in proportion to their respective holdings of common shares, at such price or prices as the Board of Directors may, from time to time, fix and as may be permitted by law.

ARTICLE VI

Provisions for the regulation of the internal affairs of the corporation are: None.

ARTICLE VII

The street address of the initial registered office of the corporation is 1800 Corporate Blvd. NW, Suite 302, Boca Raton, FL 33431, and the name of its initial registered agent at such address is Ronald L. Siegel.

ARTICLE VIII

The number of directors constituting the initial Board of Directors of the corporation is one (1) and the name and address of the person who is to serve as Director until the first annual meeting of shareholders or until his successors are elected and shall qualify is:

NAME

ADDRESS(ES)

Fred Hartzell

3550 Washington Street, #412B
Hollywood, FL 33021

ARTICLE IX

The name and address of each incorporator is:

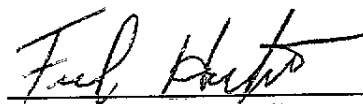
NAME

ADDRESS(ES)

Fred Hartzell

3550 Washington Street, #412B
Hollywood, FL 33021

DATED this 31st day of OCTOBER, 2001.

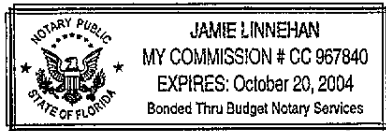


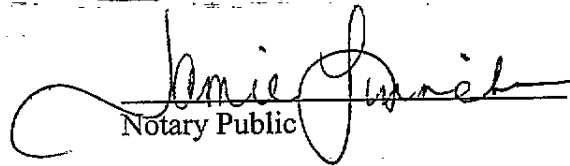
FRED HARTZELL, Incorporator

STATE OF FLORIDA)
)ss:
COUNTY OF PALM BEACH)

The foregoing instrument was acknowledged before me, this 31st day of October, 2001, by FRED HARTZELL, who is personally known to me, or who has produced a _____ as identification.

My Commission Expires:



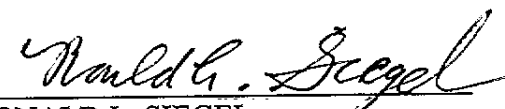

Notary Public

JAMIE LINNEHAN

Print Name

CONSENT OF REGISTERED AGENT

I, Ronald L. Siegel, having been designated to act as Registered Agent, hereby agrees to act in this capacity.


RONALD L. SIEGEL,
Registered Agent

FILED
01 NOV - 1 AM 11:47
SECRETARY OF STATE
TALLAHASSEE FLORIDA