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DVORA M. WEINREB
FLORIDA BAR

OF COUNSEL:
STUART SLUTSKY
FLORIDA BAR & NY BAR

October 29, 2001

Corporate Records Bureau
Division of Corporations
Dept. of State
409 E. Gaines Street
Tallahassee, FL 32399

700004663067--2
-11/01/01--01065--006
****122.50 *****78.75

RE: Incorporation of HIP Service, Inc.

Dear Sir/Madam:

Enclosed please find the following:

- 1) Original and one (1) copy of Article of Incorporation of the above captioned Corporation containing the Registered Agent Designation.
- 2) A check in the amount of \$122.50 made payable to your order, representing the following fees:

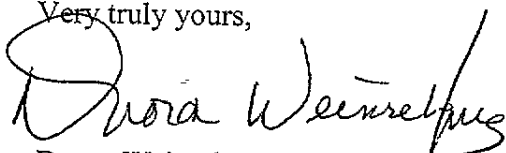
Filing Fee.....\$35.00
Certificate Under Seal.....\$52.50
Registered Agent Designation.....\$35.00

TOTAL ENCLOSED: \$122.50

Please return copies of the Certificate Under Seal and clocked in Articles of Incorporation once registered. A return envelope is enclosed for your convenience.

Thanking you in advance for your immediate attention to this matter, I remain,

Very truly yours,


Dvora Weinreb

Encl.

FILED
2001 NOV - 1 PM 3:01
SECRETARY OF STATE
TALLAHASSEE FLORIDA

11/2/01

FILED

ARTICLES OF INCORPORATION

OF

HIP Service, Inc.

2001 NOV -1 PM 3: 01

SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned incorporators, for the purposes of forming a corporation under the Florida Business Corporations Act, hereby adopt(s) the following Articles of Incorporation:

ARTICLE ONE
NAME AND PRINCIPAL ADDRESS

The name of the corporation shall be HIP Service, Inc. The Principal address of the Corporation will be 6538 Collins Avenue, #250, Miami Beach, Florida 33140.

ARTICLE TWO
DURATION

This corporation shall have perpetual existence commencing on the date of the filing of these Articles with the Department of State.

ARTICLE THREE
PURPOSE

The corporation may transact any and all lawful business for which corporations may be incorporated under Florida law.

ARTICLE FOUR
CAPITAL STOCK

The number of shares of stock that this Corporation is authorized to have outstanding at any one time is one thousand, five hundred (1,500) shares at \$1.00 par value.

ARTICLE FIVE
PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of

this corporation shall have the right to purchase his prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE SIX
REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 6538 Collins Avenue, #250, Miami Beach, Florida 33140 and the name of the initial registered agent at that address is Raizy Fellig.

ARTICLE SEVEN
INCORPORATORS

The name and address of each person signing these Articles is:

<u>NAME</u>	<u>ADDRESS</u>
Raizy Fellig	5055 Collins Avenue, #10M Miami Beach, FL 33140
Atara Kagan-Piekarski	138 S. Edinburgh Avenue Los Angeles, CA 90048

ARTICLE EIGHT
INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE NINE
AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscribers have executed

these Articles of Incorporation this 15 day of August, 2001.

I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

Raizy Fellig
Raizy Fellig, Registered Agent/Incorporator

Atara Kagan-Piekarski
Atara Kagan-Piekarski

STATE OF FLORIDA)
COUNTY OF MIAMI-DADE

The foregoing instrument was acknowledged before me this 15 day of August, 2001, by RAIZY FELLIG who is personally known to me or who has produced _____ as identification.

Judith Rosen
NOTARY PUBLIC

JUDITH ROSEN
PRINTED NAME


My commission  JUDITH ROSEN
MY COMMISSION # CC 876005
EXPIRES: December 18, 2003
Bonded Thru Notary Public Underwriters

STATE OF CALIFORNIA
COUNTY OF California

The foregoing instrument was acknowledged before me this 30th day of August, 2001, by ATARA KAGAN-PIEKARSKI who is personally known to me or who has produced JD A 6096149 as identification.

K. Berg
NOTARY PUBLIC
K. Berg
PRINTED NAME

My commission expires:
Jan 24, 2002.

 K. BERG
COMM. # 1170748
NOTARY PUBLIC-CALIFORNIA
LOS ANGELES COUNTY
My Comm. Exp. Jan. 24, 2002

2001 NOV - 1 PM 3:01
SECRETARY OF STATE
TALLAHASSEE FLORIDA

FILED