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Attorneys and Counselors at Law

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1110 BRICKELL AVENUE
MIAMI, FLORIDA 33131-3107

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December 28, 2001

EFFECTIVE DATE
01/01/02

FILED

01 DEC 31 AM 10:23

SECRETARY OF STATE
KENNETH M. BLOOM
JOEL N. MINSKER, P.A.
TALLAHASSEE, FLORIDA

*Board Certified in Taxation

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

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-12/31/01--01066--010
*****78.75 *****78.75

RE: Articles of Incorporation
HSE, Inc.
Our File No. 95243.01

Dear Sir/Madam:

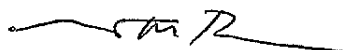
Enclosed are the following:

1. Original and one copy of the Articles of Incorporation of HSE, Inc.; and
2. My check for \$78.75 made payable to Florida Department of State for:
 - (a) filing fees and registered agent designation - \$70.00;
 - (b) certified copy - \$8.75

Please return a certified copy of the Articles of Incorporation to the undersigned after processing.

If you have any questions regarding this matter, please do not hesitate to contact me.

Very truly yours,



KENNETH M. BLOOM

KMB/do
Enclosures

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ARTICLES OF INCORPORATION

OF

HSE, INC.

FILED

01 DEC 31 AM 10: 23

**SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

**EFFECTIVE DATE
01-01-02**

ARTICLE I - NAME

The name of this Corporation is HSE, Inc.

**ARTICLE II - PRINCIPAL OFFICE AND
MAILING ADDRESS OF CORPORATION**

The principal office and mailing address of the Corporation is 1110 Brickell Avenue,
Seventh Floor, Miami, Florida 33131.

ARTICLE III - CAPITAL STOCK

This Corporation is authorized to issue one class of stock. The capital stock authorized,
the par value thereof and the characteristics of such stock shall be as follows:

10,000 shares of common stock - par value One Dollar (\$1.00). 5,000 shares
shall be voting shares, and 5,000 shares shall be non-voting shares. There shall
be no more than 75 shareholders at any one time. All shares of stock shall be
appropriately designated at time of issuance, as voting or non-voting shares.

ARTICLE IV - REGISTERED OFFICE AND AGENT

The initial registered office is located at 1110 Brickell Avenue, Seventh Floor, Miami,
Florida 33131. The name of the initial registered agent of this Corporation at that address is
KENNETH M. BLOOM. Said registered agent is familiar with and accepts the obligations of
that position.

ARTICLE V - INCORPORATOR

The name and address of the Incorporator signing these Articles of Incorporation is

KENNETH M. BLOOM.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This Corporation shall have three (3) directors initially. The number of directors may either be increased or diminished from time to time by the By-Laws, but shall never be less than one. The name and address of the initial directors of this Corporation are:

<u>NAME</u>	<u>ADDRESS</u>
HOWARD SREBNICK	309 East DiLido Drive Miami Beach, Florida 33139
SCOTT SREBNICK	1899 South Bayshore Drive Miami, Florida 33133
ELIZA SREBNICK WEBER	3005 Jackson Street San Francisco, CA 94115

ARTICLE VII - PURPOSE

This Corporation is organized for the purpose of transacting any and all lawful business permitted under the laws of the United States and of the State of Florida.

ARTICLE VIII - COMMENCEMENT OF EXISTENCE

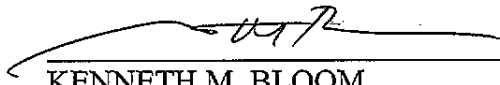
This Corporation shall commence to exist on January 1, 2002.

ARTICLE IX - INDEMNIFICATION

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

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of

Incorporation this 28th day of December, 2001.

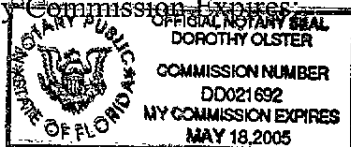

KENNETH M. BLOOM
INCORPORATOR

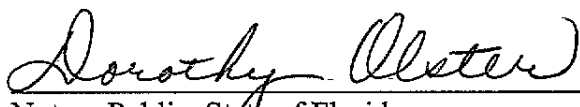
STATE OF FLORIDA)
) ss
COUNTY OF MIAMI-DADE)

The foregoing instrument was acknowledged before me this 28th day of DECEMBER, 2001 by KENNETH M. BLOOM, Incorporator, who executed the foregoing Articles of Incorporation and he acknowledged before me that he subscribed to these Articles of Incorporation and who personally appeared before me at the time of notarization, and who is personally known to me and did not take an oath.

WITNESS my hand and official seal at Miami-Dade County, Florida this 28th day of DECEMBER, 2001.

My Commission Expires:

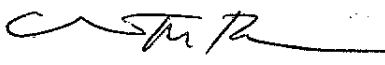



Notary Public, State of Florida

Printed Name: DOROTHY OLSTER

**CERTIFICATE OF ACCEPTANCE OF APPOINTMENT
AS REGISTERED AGENT**

HSE, Inc., having appointed the undersigned as its Registered Agent, the undersigned hereby accepts said appointment and agrees to act in said capacity.


KENNETH M. BLOOM