

H02000019416

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Fax Number : (850)205-0381

From: Account Name : LEVINE & PARTNERS, P.A.
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FLORIDA PROFIT CORPORATION OR P.A.
HYPERION CAPITAL MANAGEMENT, INC.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION OF
HYPERION CAPITAL MANAGEMENT, INC.

ARTICLE I
NAME

The name of the Corporation is HYPERION CAPITAL MANAGEMENT,
INC.

ARTICLE II
DURATION

This Corporation shall commence its existence upon the filing
of these Articles of Incorporation and shall continue perpetually
thereafter.

ARTICLE III
PURPOSE

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

ARTICLE IV
PRINCIPAL OFFICE

The principal office of the corporation is: 3250 Mary Street,
Suite 306, Miami, Florida 33133.

ARTICLE V
MAILING ADDRESS

The mailing address of the corporation is: 3250 Mary Street,
Suite 306, Miami, Florida 33133.

Alan W. Levine, Esq.
Levine & Partners, P.A.
1110 Brickell Avenue, 7th Floor
Miami, Florida 33131
Telephone: (305) 372-1350
Facsimile: (305) 372-1352
Florida Bar Number: 0866822

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ARTICLE VI
CAPITAL STOCK

This Corporation is authorized to issue 100 shares of \$1.00 par value common stock, which shall be designated "Common Shares."

ARTICLE VII
INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial Registered Office of this Corporation is 1110 Brickell Avenue, 7th Floor, Miami, Florida 33131, and the name of the initial Registered Agent of this Corporation at that address is Alan W. Levine.

ARTICLE VIII
INCORPORATOR

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

<u>Name</u>	<u>Address</u>
Alan W. Levine	1110 Brickell Ave., 7 th Floor Miami, FL 33131

ARTICLE IX
OFFICERS

The initial officer of the corporation is:

President/Secretary/Treasurer: Paul R. Steinfurth

ARTICLE X
POWERS

This corporation shall have all of the corporate powers enumerated in the Florida Business Corporation Act.

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ARTICLE XI
AMENDMENT

This Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment to them, and any rights conferred upon the shareholders are subject to this reservation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 20th day of February, 2002.



Alan W. Levine

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

I HEREBY CERTIFY that on this day personally appeared before me, an officer duly authorized to administer oaths and take acknowledgments, Alan W. Levine, who is personally known to me.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at Miami, Miami-Dade County, Florida, this 20th day of February, 2002.



NOTARY PUBLIC, State of Florida

My Commission Expires:



Mireya P. Koger
MY COMMISSION # CC755691 EXPIRES
September 13, 2002
BONDED THRU TROY FARM INSURANCE, INC

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CERTIFICATE DESIGNATING REGISTERED OFFICE
FOR SERVICE OF PROCESS
WITHIN THE STATE OF FLORIDA, NAMING REGISTERED AGENT
UPON WHOM PROCESS MAY BE SERVED

IN COMPLIANCE WITH SECTIONS 607.0501 AND 48.091, FLORIDA
STATUTES, THE FOLLOWING IS SUBMITTED:

THAT HYPERION CAPITAL MANAGEMENT, INC., DESIRING TO ORGANIZE
OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, HAS NAMED ALAN
W. LEVINE, LOCATED AT 1110 BRICKELL AVE., 7TH FLOOR, MIAMI, FL
33131, ITS REGISTERED AGENT TO ACCEPT SERVICE OF PROCESS WITHIN THE
STATE OF FLORIDA.



ALAN W. LEVINE
INCORPORATOR
FEBRUARY 20, 2002

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED
CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY
AGREE TO ACT IN THE CAPACITY OF REGISTERED AGENT, AND I FURTHER
AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE
PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.



ALAN W. LEVINE

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