

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

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HB Price Consulting Company

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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- Art of Inc. File _____
- LTD Partnership File _____
- Foreign Corp. File _____
- L.C. File _____
- Fictitious Name File _____
- Trade/Service Mark _____
- Merger File _____
- Art. of Amend. File _____
- RA Resignation _____
- Dissolution / Withdrawal _____
- Annual Report / Reinstatement _____
- Cert. Copy _____
- Photo Copy _____
- Certificate of Good Standing _____
- Certificate of Status _____
- Certificate of Fictitious Name _____
- Corp Record Search _____
- Officer Search _____
- Fictitious Search _____
- Fictitious Owner Search _____
- Vehicle Search _____
- Driving Record _____
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- UCC 11 Search _____
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TALLAHASSEE, FLORIDA*

**ARTICLES OF INCORPORATION
OF
HB PRICE CONSULTING COMPANY
a Florida Corporation**

The undersigned, acting as Incorporator of HB PRICE CONSULTING COMPANY, a Florida corporation (the "Corporation") under the Florida Business Corporation Act, Chapter 607 of the Florida Statutes, hereby adopts the following Articles of Incorporation for such Corporation:

ARTICLE I

NAME

The name of the Corporation is HB Price Consulting Company, and the street address of the initial principal office of the Corporation is 10618 Stonebridge Boulevard, Boca Raton, Florida 33498.

ARTICLE II

PURPOSE

The Corporation is organized for the purpose of transacting any and all lawful business for which corporations may be incorporated under the laws of the State of Florida.

ARTICLE III

CAPITAL STOCK

The Corporation is authorized to issue 100,000 shares of \$0.01 par value Common Stock.

*PREPARED BY: Jonathan J. Lichtman, Esquire
Jonathan J. Lichtman, P.A.
120 East Palmetto Park Road, Suite 100
Boca Raton, FL 33432
(561) 869-3600
Florida Bar No. 717053*

ARTICLE IV

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Corporation is 120 East Palmetto Park Road, Suite 100, Boca Raton, Florida 33432, and the name of the initial Registered Agent of the Corporation at that address is Jonathan J. Lichtman, P.A.

ARTICLE V

INITIAL BOARD OF DIRECTORS

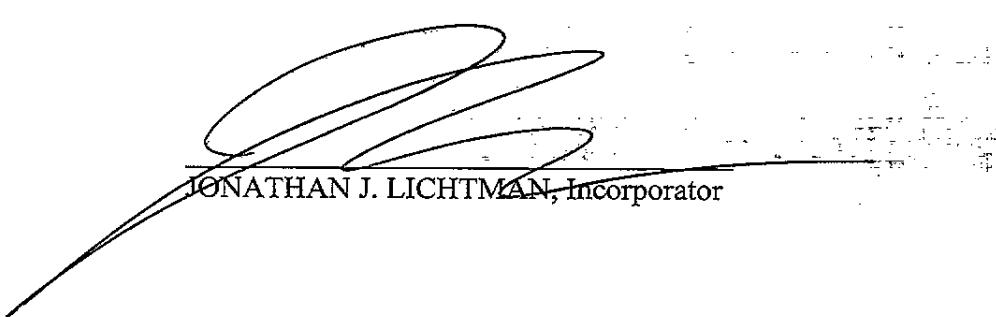
The Corporation shall initially have one (1) Director to hold office until the first Annual Meeting of Shareholders and his successor shall have been duly elected and qualified, or until his earlier resignation, removal from office or death. The name and address of the initial Director of the Corporation is Herbert B. Price, 10618 Stonebridge Boulevard, Boca Raton, Florida 33498.

ARTICLE VI

INCORPORATOR

The name and address of the Incorporator of the Corporation is Jonathan J. Lichtman, Esquire, Jonathan J. Lichtman, P.A., 120 East Palmetto Park Road, Suite 100, Boca Raton, Florida 33432.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 22nd day of August, 2002.



JONATHAN J. LICHTMAN, Incorporator

ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

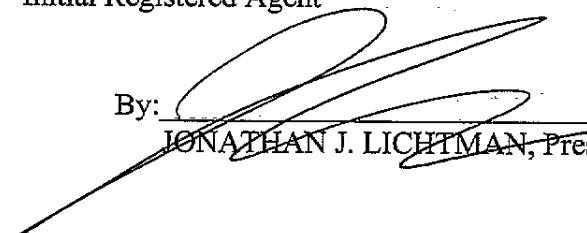
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TALLAHASSEE, FLORIDA

Having been named as Registered Agent to accept service of process for HB Price Consulting Company at the place designated in the foregoing Articles of Incorporation, we hereby accept the appointment as Registered Agent and agree to act in this capacity. We further agree to comply with the provisions of the Florida Business Corporation Act relating to the proper and complete performance of our duties, and we are familiar with and accept the obligations of our position as Registered Agent.

JONATHAN J. LICHTMAN, P.A.,
Initial Registered Agent

Dated: AUGUST 22, 2002

By:


JONATHAN J. LICHTMAN, President