

10/24/2002 14:26 FAX

KLUGER PERETZ

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Division of Corporations

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Florida Department of State
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To:

Division of Corporations
Fax Number : (850) 205-0381

From:

Account Name : KLUGER, PERETZ, KAPLAN & BERLIN, P.A. #3342.1
Account Number : T19990000171
Phone : (305) 379-9000
Fax Number : (305) 379-3428 Att: Ellen

FLORIDA PROFIT CORPORATION OR P.A.

HR Marketing, Inc.

Certificate of Status	0
Certified Copy	0
Page Count	1019
Estimated Charge	\$70.00

10-25-02

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ARTICLES OF INCORPORATION
OF
HR MARKETING, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned Incorporator, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I

NAME

The name of the corporation is HR MARKETING, INC.

ARTICLE II

PRINCIPAL OFFICE AND MAILING ADDRESS

The address of the corporation's principal office and the corporation's mailing address are 201 S. Biscayne Boulevard, 17th Floor, Miami FL 33131.

ARTICLE III

DURATION AND COMMENCEMENT OF CORPORATE EXISTENCE

The corporation shall exist perpetually. The corporate existence shall commence upon the filing of these Articles of Incorporation with the Department of State.

ARTICLE IV

NATURE OF BUSINESS

This corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE V

CAPITAL STOCK

The corporation is authorized to have outstanding one class of stock, to be designated as Common Stock. The maximum number of shares of Common Stock which the corporation is authorized to have outstanding is 1,000 shares of Common Stock of a par value of \$.001 per share. Holders of Common Stock are entitled to vote on all questions required by law on the basis of one vote per share and there shall be no

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cumulative voting. Holders of Common Stock shall have pre-emptive rights to subscribe to the corporation's securities and are entitled to receive the net assets of the corporation upon dissolution.

ARTICLE VI

INITIAL REGISTERED AGENT AND OFFICE

The name of the initial registered agent of this corporation is Miami Center Registered Agents, LLC. The street address of the corporation's initial registered office is 201 South Biscayne Boulevard, 17th Floor, Miami Center, Miami, Florida 33131.

ARTICLE VIII

INCORPORATOR

The name and address of the incorporator to these Articles of Incorporation is Ron J. Halperin, Esquire, c/o Kluger, Peretz, Kaplan & Berlin, P.A., 201 South Biscayne Boulevard, 17th Floor, Miami Center, Miami, Florida 33131.

ARTICLE IX

BYLAWS

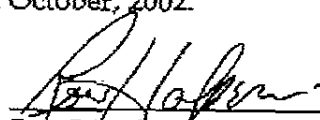
The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors and the shareholders.

ARTICLE X

INDEMNIFICATION

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

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 24th day of October, 2002.



Ron J. Halperin

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CERTIFICATE OF REGISTERED AGENT OF

HR MARKETING, INC.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Section 607.0501 of the Florida Business Corporations Act, the following is submitted in compliance with said Act:

That HR MARKETING, INC., desiring to organize under the laws of the State of Florida with its principal office at 201 S. Biscayne Boulevard, 17th Floor, Miami, Florida 33131, County of Miami-Dade, State of Florida, has named Miami Center Registered Agents, LLC, as its agent to accept service of process within this State.

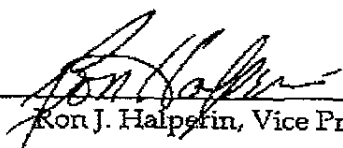
ACKNOWLEDGMENT

Having been named to accept service of process for the above corporation, at the place designated in this Certificate, the undersigned hereby agrees to act in this capacity and agrees to comply with the provision of said Act relative to keeping open said office.

Dated this 24th day of October, 2002.

MIAMI CENTER REGISTERED AGENTS,
LLC

By: _____


Ron J. Halperin, Vice President

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