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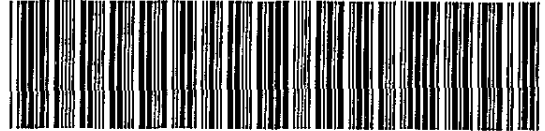
(Business Entity Name)

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6-26-03

Constance M. Cohen
Attorney at Law
6225 San Michel Way
Delray Beach, Florida 33484
Ph# (561) 499-1770
Fax# (561) 638-3020

MEMO

TO: Division of Corporations
FROM: Constance M. Cohen
RE: H & G Capital Partners, Inc.
DATE: 6/19/03

Please also fax a copy of the filed Articles of Incorporation to 561-998-3024 as soon as possible.

Thank you!

ARTICLES OF INCORPORATION
OF
H & G CAPITAL PARTNERS, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
03 JUN 23 AM 9:43

THE UNDERSIGNED INCORPORATOR, being of the age of eighteen years or over, for the purpose of forming a Profit Corporation in compliance with Chapter 607 and/or Chapter 621, F.S. hereby adopts the following Articles of Incorporation:

- Article I: The name of the Corporation is:
- H & G Capital Partners, Inc.
- Article II: The principal place of business and mailing address of the Corporation is:
- 6225 San Michel Way
Delray Beach, FL 33484
- Article III: The purpose of the Corporation is:
- To engage in any lawful activity for which profit corporations may be organized under the Florida law
- Article IV: The aggregate number of shares which the Profit Corporation shall have authority to issue is:
- 10,000 shares without par value
- Article V: The name and address of the Registered Agent is:
- Constance M. Cohen, Esq.
6225 San Michel Way
Delray Beach, FL 33484

Article VI: The name and the address of the Incorporator is:

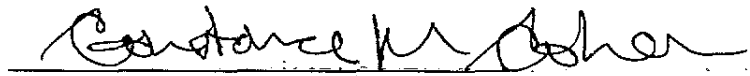
Constance M. Cohen, Esq.
6225 San Michel Way
Delray Beach, FL 33484

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.


CONSTANCE M. COHEN, Registered Agent

IN WITNESS WHEREOF, the undersigned has hereunto subscribed to these Articles of Incorporation and affirmed it as true under the penalties of perjury.

Dated: Delray Beach, Florida
June 19, 2003


CONSTANCE M. COHEN, Incorporator