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#### ARTICLES OF INCORPORATION

OF

# H.E.T. GROUP INC.

Article I - Name

The name of this corporation is H.E.T. GROUP INC.

Article II - Purpose

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

# Article III - Capital Stock

This corporation is authorized to issue FIVE hundred (500) shares of ONE and No/100 (\$ 1.00) DOLLAR par value common stock.

# Article IV - Preemptive Rights

Every shareholder, upon the sale for cash of any new common stock of this Corporation shall have the right to purchase his pro rata share (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

# Article V - Initial Registered Office

The street address of the initial registered office and principal office of this corporation is: 600 GRAPETREE DR. # 6GS KEY BISCAYNE, FL. 33149.

# Article VI - Initial Board of Directors

This corporation shall have 1 director(s) initially. The number of directors may be either increased of diminished from time to time by the By-Laws, but shall never be less than one (1). The initial director(s) of this corporation is (are):

NAME

**ADDRESS** 

HERNANDO E, TABOADA

600 GRAPETREE DR. # 6GS KEY BISCAYNE, FL. 33149. TALLAHASSEE, FLÖRIDA

#### Article VII - Initial Officers

The name and street addresses of the initial officers of this corporation are:

Name Title
HERNANDO E. TABOADA PRESIDENT

Address

600 GRAPETREE DR. # 6GS KEY BISCAYNE, FL. 33149.

# Article VIII - Incorporator

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

HERNANDO E. TABOADA

600 GRAPETREE DR. # 6GS KEY BISCAYNE, FL. 33149.

# Article IX - Indemnification

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

# Article X - By-Laws

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

IN WITNESS THEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 4TH DAY OF NOVEMBER, 2003.

# CERTIFICATE OF DESIGNATING THE ADDRESS AND AN AGENT UPON WHOM PROCESS MAY BE SERVED

### WITNESSETH:

That H.E.T. GROUP INC. desiring to organize under the laws of the State of Florida, which will have its principal office in the State of Florida, County of Miami-Dade, has named HERNANDO E. TABOADA as its agent to accept service of process within this state.

# ACKNOWLEDGMENT:

Having been named by the first Board of Directors of H.E.T. GROUP INC. 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 for said corporation, and agree to comply with the applicable provisions of the Florida Statutes, this 4TH DAY OF NOVEMBER, 2003.

# RATIFICATION OF FIRST MEETING OF DIRECTORS AND SHAREHOLDERS OF

# H.E.T. GROUP INC.

We, the undersigned, being all of the directors and shareholders of H.E.T. GROUP INC., do hereby ratify, approve and confirm all that has occurred in the foregoing meeting, the Minutes of which we have read, and in signification of such approval, ratification and confirmation and of our assent to any and all actions at said meeting do hereby sign our names and seal this 4TH DAY OF NOVEMBER 2003.

# WAIVER OF NOTICE AND CONSENT TO FIRST MEETING OF DIRECTORS AND SHAREHOLDERS OF

#### H.E.T. GROUP INC.

We, the undersigned, being all of the directors and Shareholders of H.E.T. GROUP INC., a corporation organized and existing under and by virtue of the laws of the State of Florida, do hereby call an annual meeting of the Directors and Shareholders of said corporation and we do hereby waive all notice thereof whether provided by statute or otherwise, and do consent that such meeting shall be held at the principal office of the corporation, on NOVEMBER 4TH, 2003 at 3:00 P.M., for the purpose of transacting any and all business which may be legally motioned at said meeting.

Dated this 4TH DAY OF NOVEMBER, 2003.