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Florida Department of State
Division of Corporations
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SECRETARY OF STATE
DIVISION OF CORPORATIONS

FLORIDA PROFIT CORPORATION OR P.A.

hg13 holdings, inc.\

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ARTICLES OF INCORPORATION

OF

HG13 HOLDINGS, INC.

The undersigned incorporator(s), for the purpose of forming a Profit Corporation under Chapter 607 of the Florida Statutes, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I

The name of this corporation shall be: HG13 HOLDINGS, INC.

ARTICLE II

This corporation shall commence existence August 24, 2004.

ARTICLE III

The principal place of business of this corporation: 560 LINCOLN ROAD #303, MIAMI BEACH, FL 33139.

ARTICLE IV

The general nature of business of this corporation is to transact any and all lawful business.

ARTICLE V

The aggregate number of shares which this corporation shall have authority to issue is 100 shares common stock having an individual par value of 1.00.

Unless otherwise stated in these articles, or in an amendment to these articles, there shall be only one (1) class of stock of this corporation

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ARTICLE VI

The name and street address of the initial Registered Agent of this corporation shall be: HEMLEY GONZALEZ, 560 LINCOLN ROAD #303, MIAMI BEACH, FL 33139.

ARTICLE VII

The name and address of the officers and board of directors shall be:

PRES/VICE-PRES/TREAS/SEC/DIR
HEMLEY GONZALEZ

560 LINCOLN ROAD #303
MIAMI BEACH, FL 33139

ARTICLE VIII

The name and address of the incorporator(s) to these Articles of Incorporation shall be:

EMPIRE CORPORATE KIT OF AMERICA, INC.
2444 NW 7TH PLACE
MIAMI, FL 33127

The undersigned has executed these Articles of Incorporation this 25TH day of AUGUST, 2004.


INCORPORATOR

Ray Stormont Signing for
Empire Corporate Kit of America, Inc.

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**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

HG13 Holdings, Inc.
(Name of Corporation)

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THE ARTICLES OF INCORPORATION, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.


REGISTERED AGENT

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