

**Electronic Articles of Incorporation
For**

P05000012680
FILED
January 24, 2005
Sec. Of State
mdickey

HBI HOLDINGS, INC.

The undersigned incorporator, for the purpose of forming a Florida profit corporation, hereby adopts the following Articles of Incorporation:

Article I

The name of the corporation is:

HBI HOLDINGS, INC.

Article II

The principal place of business address:

499 EAST SHERIDAN STREET
SUITE 205
DANIA BEACH, FL. US 33004

The mailing address of the corporation is:

499 EAST SHERIDAN STREET
SUITE 205
DANIA BEACH, FL. US 33004

Article III

The purpose for which this corporation is organized is:

ANY AND ALL LAWFUL BUSINESS.

Article IV

The number of shares the corporation is authorized to issue is:

1000000

Article V

The name and Florida street address of the registered agent is:

IDO MEROS
499 EAST SHERIDAN STREET
SUITE 205
DANIA BEACH, FL. 33004

I certify that I am familiar with and accept the responsibilities of registered agent.

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Registered Agent Signature: IDO MEROS

Article VI

The name and address of the incorporator is:

IDO MEROS
499 EAST SHERIDAN STREET
SUITE 205
DANIA BEACH, FL 33004

Incorporator Signature: IDO MEROS

Article VII

The initial officer(s) and/or director(s) of the corporation is/are:

Title: P
HOWARD ZALKIN
499 EAST SHERIDAN STREET SUITE 205
DANIA BEACH, FL. 33004 US

Title: VP
IDO MEROS
499 EAST SHERIDAN STREET SUITE 205
DANIA BEACH, FL. 33004 US

Title: VP
BRIAN WEISS
499 EAST SHERIDAN STREET SUITE 205
DANIA BEACH, FL. 33004 US

Article VIII

The effective date for this corporation shall be:

01/24/2005