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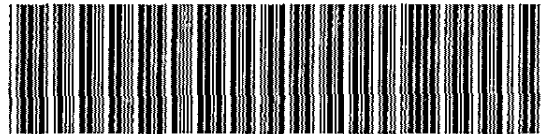
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April 19, 2005

**CORPORATION NAME (S) AND DOCUMENT NUMBER (S):**

HSP Group, Inc.

**Filing Evidence**

- ☒ Plain/Confirmation Copy
- ☐ Certified Copy

**Retrieval Request**

- ☐ Photocopy
- ☐ Certified Copy

**Type of Document**

- ☐ Certificate of Status
- ☐ Certificate of Good Standing
- ☐ Articles Only
- ☐ All Charter Documents to Include Articles & Amendments
- ☐ Fictitious Name Certificate
- ☐ Other

NEW FILINGS	
X	Profit
	Non Profit
	Limited Liability
	Domestication
	Other

AMENDMENTS	
	Amendment
	Resignation of RA Officer/Director
	Change of Registered Agent
	Dissolution/Withdrawal
	Merger

OTHER FILINGS	
	Annual Reports
	Fictitious Name
	Name Reservation
	Reinstatement

REGISTRATION/QUALIFICATION	
	Foreign
	Limited Liability
	Reinstatement
	Trademark
	Other

**ARTICLES OF INCORPORATION**  
**OF**  
**HSP GROUP, INC.**

The undersigned Incorporator hereby subscribes to and adopts these Articles of Incorporation for the purpose of organizing a business corporation for profit under the Florida Business Corporation Act, Florida Statutes Chapter 607.

**ARTICLE I**  
**CORPORATE NAME**

The name of this Corporation shall be:

HSP Group, Inc.

**ARTICLE II**  
**PRINCIPAL OFFICE AND MAILING ADDRESS**

The principal office and mailing address of this Corporation is:

1250 S. Highway 17-92, Suite 210  
Longwood, Florida 32750.

**ARTICLE III**  
**NATURE OF CORPORATE BUSINESS**

The general nature of the business to be transacted by this Corporation shall be to engage in any and all lawful business permitted under the laws of the United States and the State of Florida.

**ARTICLE IV**  
**CAPITAL STOCK**

The maximum number of shares of stock that this Corporation is authorized to issue and have outstanding at any one time shall be ten thousand (10,000) shares of common stock having a par value of ten (\$0.10) cents per share.

**ARTICLE V**  
**EFFECTIVE DATE; TERM OF EXISTENCE**

The effective date of these Articles of Incorporation and the date on which the Corporation's existence shall begin is April 18, 2005. This Corporation shall have perpetual existence.

**FILED**  
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**TALLAHASSEE, FLORIDA**

**ARTICLE VI**  
**INITIAL REGISTERED OFFICE AND AGENT**

The address of the initial Registered Office of this Corporation is 2699 Lee Road, Suite 120, Winter Park, FL 32789. The name of the initial Registered Agent of this Corporation at that address is Miller, South & Milhausen & Carr, P.A. c/o Richard D. Baxter, Esq.

**ARTICLE VII**  
**BOARD OF DIRECTORS**

The business of this Corporation shall be managed by its Board of Directors. The initial Board of Directors shall consist of two (2) members. The names and addresses of the members of the first Board of Directors are.:

Jeffrey K. Schurrer

1250 S. Highway 17-92, Suite 210  
Longwood, Florida 32750

Richard E. Heidenescher

1250 S. Highway 17-92, Suite 210  
Longwood, Florida 32750

The member's of the First Board of Directors shall hold office until their successor's are elected and qualified as provided in the Bylaws of this Corporation. The number of Directors of this Corporation set forth in these Articles of Incorporation shall be the authorized number of Directors until that number is changed by or in accordance with the Bylaws of this Corporation.

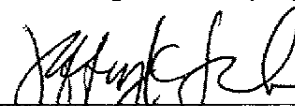
**ARTICLE VIII**  
**INCORPORATOR**

The name and street address of the person signing these Articles of Incorporation as the Incorporator is:

Jeffrey K. Schurrer

1250 S. Highway 17-92, Suite 210  
Longwood, Florida 32750

IN WITNESS WHEREOF, I, the undersigned, being the Incorporator hereinbefore named, for the purpose of forming a corporation for profit to do business under the laws of Florida, have executed these Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true, on this 18<sup>th</sup> day of April, 2005.

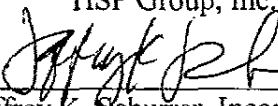
  
\_\_\_\_\_  
Jeffrey K. Schurrer, Incorporator

**HSP GROUP, INC.**  
**CERTIFICATE OF DESIGNATION OF**  
**REGISTERED AGENT AND REGISTERED OFFICE**

Pursuant to the provisions of Section 607.0501 of the Florida Statutes, the undersigned Corporation, organized under the laws of the State of Florida, submits the following statement in designating the Registered Office and Registered Agent of the Corporation in the State of Florida:

1. The name of the Corporation is: HSP Group, Inc.
2. The name and address of the Registered Agent and Registered Office of the Corporation is:

Miller, South, Milhausen & Carr, P.A.  
c/o Richard D. Baxter, Esq.  
2699 Lee Road, Suite 120  
Winter Park, FL 32789  
Telephone (407) 539-1638  
Facsimile (407) 539-2679

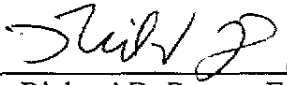
HSP Group, Inc.  
By:   
Jeffrey K. Schurrer, Incorporator

**ACCEPTANCE BY REGISTERED AGENT**

Miller, South & Milhausen & Carr, P.A. (c/o Richard D. Baxter, Esq.), having a business address identical with the registered office of HSP Group, Inc., 2699 Lee Road, Suite 120, Winter Park, FL 32789, and having been named the Registered Agent of HSP Group, Inc., the above stated Corporation, at the place designated in this certificate, hereby accepts the appointment as Registered Agent, agrees to act in this capacity and is familiar with and accepts the obligations of the position of Registered Agent under Florida Statutes Section 607.0505.

Dated: April 18, 2005

Miller, South & Milhausen & Carr, P.A.

By:   
Richard D. Baxter, Esq.  
Attorney

**FILED**  
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