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TALLAHASSEE, FLORIDA

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DIVISION OF CORP CREATION

6 2006
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CAPITAL CONNECTION, INC.

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*Highlands Management
Group, Inc.*

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ARTICLES OF INCORPORATION
OF
HIGHLANDS MANAGEMENT GROUP, INC.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2006 APR -5 AM 11: 51

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ARTICLE I.

NAME

The name of the Corporation is: HIGHLANDS MANAGEMENT GROUP, INC.

ARTICLE II.

DURATION

This Corporation shall have perpetual existence.

ARTICLE III.

PURPOSE

This Corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE IV.

PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office and mailing address of this Corporation is 902 Clint Moore Road, Suite 126, Boca Raton, FL 33487.

ARTICLE V.

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is 902 Clint Moore Road, Suite 126, Boca Raton, FL 33487, and the name of the initial registered agent of this Corporation at that address is John M. Tringali.

ARTICLE VI.

BOARD OF DIRECTORS

This Corporation shall have three (3) directors initially.

The number of directors may be increased or decreased from time to time by the By-Laws. The names and addresses of the initial directors are:

S. James Tringali, 902 Clint Moore Road, Suite 126, Boca Raton, FL 33487

John M. Tringali, 902 Clint Moore Road, Suite 126, Boca Raton, FL 33487

Eleanor Zaccagnini, 902 Clint Moore Road, Suite 126, Boca Raton, FL 33487

ARTICLE VII.

CAPITAL STOCK

This Corporation is authorized to issue One Thousand (1000) shares of ONE DOLLAR (\$1.00) par value stock.

A majority of the outstanding shares shall constitute a quorum at shareholders' meetings unless the By-Laws shall make provision for some lesser percentage of shares (but not less than 33-1/3%).

ARTICLE VIII.

INCORPORATOR

The name and address of the person signing these Articles of Incorporation is:
S. James Tringali, 902 Clint Moore Road, Suite 126, Boca Raton, FL 33487

ARTICLE IX.

POWERS

This Corporation shall have all of the corporate powers enumerated in the Florida Business Corporations Act.

ARTICLE X.

MEETINGS BY CONFERENCE TELEPHONE

Members of the Board of Directors may participate in meetings of the Board of Directors by means of a conference telephone as provided by law.

ARTICLE XI.

ACTION BY BOARD OF DIRECTORS WITHOUT A MEETING

The directors of this Corporation may take action by written consent, as provided by law.

ARTICLE XII.

INDEMNIFICATION

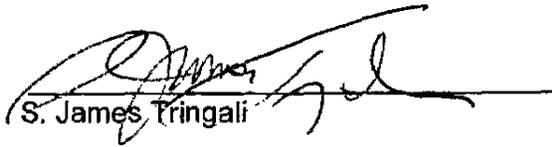
The Corporation shall indemnify any officer, director, employee or agent or any former officer, director, employee or agent to the full extent permitted by law.

ARTICLE XIII.

AMENDMENT

This Corporation reserves the right to amend or repeal any provisions contained in these Articles, or any amendments hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 30th day of March, 2006.


S. James Tringali

STATE OF FLORIDA
COUNTY OF PALM BEACH

The foregoing Articles of Incorporation were acknowledged before me this 30 day of March, 2006, by S. James Tringali. He is personally known to me, or _____ produced _____ as identification.


NOTARY PUBLIC, State of Florida

[SEAL]
MERIAM ODZER
Printed Name of Notary/Serial Number

My Commission Expires:



Meriam Odzer
Commission # DD100469
Expires April 24, 2006
Bonded Thru
Atlantic Bonding Co., Inc.

ACCEPTANCE OF REGISTERED AGENT

The undersigned being named as Registered Agent to accept service of process of HIGHLANDS MANAGEMENT GROUP, INC., at the place designated in these Articles, hereby agrees to act in that capacity and further agrees to comply with the provisions of all statutes relative to the proper and complete performance of those duties.

Date: March 30, 2006



John M. Tringali