

P95000006454

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95 JAN 25 11:00
DIVISION OF CORPORATIONS

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CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. HOPKO ENTERPRISES, INC.
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 JAN 25 AM 11:23

NEW FILINGS	
<input checked="" type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

1-25

Examiner's Initials

KAN

95 JAN 25 AM 11:23

ARTICLES OF INCORPORATION

OF

HOPKO ENTERPRISES, INC.

The undersigned incorporator hereby files these Articles of Incorporation in order to form a corporation under the laws of the State of Florida.

ARTICLE I

Name and Principal Office of Corporation

The name of this Corporation shall be Hopko Enterprises, Inc. The principal address of the Corporation shall be 6465 S.W. 135th Drive, Miami, Florida 33156.

ARTICLE II

Nature of Business

The general nature of the business and activities to be transacted and carried on by this Corporation is to transact all lawful business for which corporations may be incorporated under the Florida Business Corporation Act, as hereafter amended and supplemented, and any successor statute thereto, as thereafter amended and supplemented.

The general purposes specified in the foregoing clauses of this Article shall, unless expressly limited, not be limited or restricted by reference to, or inference from, any provisions in this or any other Article of these Articles of Incorporation, shall be regarded as independent purposes and shall be construed as powers as well as purposes.

ARTICLE III

Stock

The total authorized capital stock of the Corporation shall be 10,000 shares of Common Stock, par value \$1.00 per share.

ARTICLE IV
Incorporator

The name and street address of the Incorporator of this Corporation is as follows:

Victor M. Alvarez
White & Case
200 S. Biscayne Boulevard, Suite 4900
Miami, Florida 33131

ARTICLE V
Term of Corporate Existence

This Corporation shall exist perpetually unless dissolved according to law.

ARTICLE VI
Address of Registered Office and Registered Agent

The street address of the initial Registered Office of this Corporation in the State of Florida shall be c/o White & Case, 200 South Biscayne Boulevard, Suite 4900, Miami, Florida 33131. The name of the initial Registered Agent of this Corporation at the above address shall be Victor M. Alvarez.

ARTICLE VII
Number of Directors

The business of this Corporation shall be managed by a Board of Directors consisting of not fewer than one (1) but not more than seven (7) persons, the exact number to be determined from time to time in accordance with the By-Laws, and until such time as the By-Laws have been adopted, the Board of Directors shall consist of two (2) persons.

ARTICLE VIII
Initial Board of Directors

The names and street addresses of the members of the initial Board of Directors of this Corporation, who shall hold office until the First Annual Meeting of Shareholders, and thereafter until their successors are elected and have qualified, are as follows:

Monica K. Hopkins
6465 S.W. 135th Drive
Miami, Florida 33156

Carter W. Hopkins, Jr.
6465 S.W. 135th Drive
Miami, Florida 33143

ARTICLE IX
By-Laws

The Board of Directors shall adopt By-Laws for the Corporation. The By-Laws may be amended, altered or repealed by the shareholders or Directors in any manner permitted by the By-Laws.

ARTICLE X
Financial Information

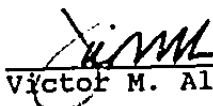
The Corporation shall not be required to file a balance sheet and a profit and loss statement in its registered office. This provision shall be deemed to have been ratified by the shareholders each fiscal year hereafter unless a resolution to the contrary has been adopted by the shareholders not later than four (4) months after the close of such year.

ARTICLE XI
Amendment

These Articles of Incorporation may be amended in any manner now or hereafter provided for by law and all rights conferred upon shareholders hereunder are granted subject to this reservation.

IN WITNESS WHEREOF, the undersigned, being the original subscribing incorporator to the foregoing Articles of Incorporation, has hereunto set his hand and seal this 24th day of January, 1995.

By: _____


Victor M. Alvarez

CERTIFICATE DESIGNATING REGISTERED AGENT
AND REGISTERED OFFICE

In compliance with Florida Statutes Sections
48.091 and 607.0501 the following is submitted:

Hopko Enterprises, Inc. desiring to organize as a
corporation under the laws of the State of Florida, has
designated c/o White & Case, 200 South Biscayne Boulevard,
Suite 4900, Miami, Florida 33131, as its initial Registered
Office and has named Victor M. Alvarez located at said
address as its initial Registered Agent.

By: 

Victor M. Alvarez
Incorporator

Having been named Registered Agent for the above
stated corporation, at the designated Registered Office,
the undersigned hereby accepts said appointment and agrees
to comply with the provisions of Florida Statutes Section
48.091 relative to keeping open said office. The
undersigned further agrees to comply with the provisions of
all statutes relating to the proper and complete
performance of the undersigned's duties, and the
undersigned is familiar with and accepts the obligations of
the undersigned's position as registered agent.

By: 

Victor M. Alvarez
Registered Agent

P95000006454

(Registrant's Name)

(Address)

(City, State, Zip)

(Phone #)

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95 JUN - 1 AM 11:45
TALLAHASSEE, FLORIDA

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<input type="checkbox"/>	Other

ARTICLES OF AMENDMENT
TO ARTICLES OF INCORPORATION
OF

HOPKO ENTERPRISES, INC.

Pursuant to the provisions of Sections 607.1003 and 607.1006 of the Florida Business Corporation Act, Hopko Enterprises, Inc., a Florida corporation, Document Number P95000006454 (the "Corporation"), in accordance with actions adopted by unanimous written consent of the directors and shareholders of the Corporation as of May 10, 1995, hereby adopts the following amendment to its Articles of Incorporation:

Article II of the Articles of Incorporation of the Corporation is hereby deleted in its entirety and the following is substituted therefor:

ARTICLE II
Nature of Business

The sole purpose business of the Corporation shall be the operation of an Amway distributorship and such other activities as shall be incidental to the operation of such distributorship.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Amendment this 15 day of May, 1995.

BY: 

Carter W. Hopkins, Jr.
President

FILED
55 JUN - 1995
TALLAHASSEE, FLORIDA