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TO: DIVISION OF CORPORATIONS FROM: HODGSON, RUSS, ANDREWS, ET AL

DEPARTMENT OF STATE 2000 GLADES ROAD
STATE OF FLORIDA SUITE 400
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DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.
NAME: HIGH CLIFF HOLDINGS, INC.

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HODGSON, RUSS, ANDREWS, WOODS & GOODYEAR

(A PARTNERSHIP INCLUDING PROFESSIONAL ASSOCIATIONS)

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ROCHESTER, NY 14604
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MIRAMICHA, ONT. CANADA L4E 8S8
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(800) 888-8081 • FAX (800) 888-8048

January 30, 1995

VIA TELECOPY

Secretary of State
409 E. Gaines Street
Tallahassee, Florida 32314

Dear Sir:

RE: High Cliff Holdings, Inc.

Please enclosed attached the Articles of Incorporation for High Cliff Holdings, Inc. Please charge our account and forward a certified copy to the undersigned.

Very truly yours,



Mary Fritze
Legal Assistant

Attachment

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION
OF
HIGH CLIFF HOLDINGS, INC.

ARTICLE I
NAME

The name of this corporation is: HIGH CLIFF HOLDINGS,
INC.

ARTICLE II
COMMENCEMENT OF CORPORATE EXISTENCE

The existence of the Corporation shall commence at the
time and date of filing of these Articles by the Department of
State of the State of Florida.

ARTICLE III
PURPOSE

The Corporation is organized for the purpose of the
transaction of any or all lawful business for which corporations
may be incorporated under the Florida Business Corporation Act.

ARTICLE IV
CAPITAL SHARES

The number of shares that the Corporation is authorized
to have outstanding at any time is 5,000 common shares of the par
value of \$1.00 each.

THIS INSTRUMENT PREPARED BY:
James M. Hankins, Esq.
Hodgson, Russ, Andrews, Woods & Goodyear
2000 Glades Road, Suite 400
Boca Raton, Florida 33431
Telephone: (407) 394-0500
Florida Bar No. 147150
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ARTICLE VI

INITIAL REGISTERED OFFICE AND INITIAL REGISTERED AGENT

The street address of the initial registered office of the Corporation is 2000 Glades Road, Suite 400, Boca Raton, Florida 33431; and the name of the initial registered agent of the Corporation is HRANG Corp.

ARTICLE VII

PRINCIPAL OFFICE/MAILING ADDRESS OF THE CORPORATION

The principal office/ mailing address of the Corporation is:

2000 Glades Road, Suite 400
Boca Raton, Florida 33431

ARTICLE VIII

INCORPORATOR

The name and street address of the Incorporators of the Corporation is:

James M. Hankins
2000 Glades Road, Suite 400
Boca Raton, Florida 33431

IN WITNESS WHEREOF, I have made and executed these Articles of Incorporation this 22nd day of February, 1995.


James M. Hankins, Incorporator

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ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been appointed as registered agent and to accept service of process for the above-named Corporation at the place described in the foregoing Articles of Incorporation, the undersigned hereby accepts the appointment as registered agent and agrees to act in such capacity. Further, it agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties, and states that it is familiar with and accepts the obligations of its position as registered agent.

HRAWG Corp.

BY: Larry Corman
Larry Corman, Vice President

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