

JAMES N. BUSH
ATTORNEY AT LAW

TIMES BUILDING, 2nd FLOOR
3042 N. FEDERAL HIGHWAY
FT. LAUDERDALE, FL 33306

(305) 568-BUSH (2874)
FAX (305) 568-2036

P95000015516

February 17, 1995

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
THE CAPITOL
TALLAHASSEE, FLORIDA 32304

800001415878
-02/27/95--01040--009
***122.50 ***122.50

RE: M.F.P. INTERNATIONAL, INC.

Gentlemen:

Enclosed are the original and one copy of the Articles of Incorporation for the above-named proposed Florida corporation. Also enclosed is my check in the amount of \$122.50, representing payment of the following:

Filing fee	35.00
Certified Copy fee	52.50
Registered agent fee	35.00

Please file the enclosed Articles of Incorporation and return a certified copy in the enclosed federal express envelope.

Thank you for your courtesies in this matter.

Very truly yours,

James N. Bush

James N. Bush

JNB/hb
Enclosures:

Dmc
2/22/95

Called 2/22/95

445-4639

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

95 FEB 24 PM 12:25

FILED

JAMES N. BUSH
ATTORNEY AT LAW

TIMES BUILDING, 2nd FLOOR
3042 N. FEDERAL HIGHWAY
FT LAUDERDALE, FL 33306

(305) 568-BUSH (2874)
FAX (305) 568-2036

February 22, 1995

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
THE CAPITOL
TALLAHASSEE, FLORIDA 32304

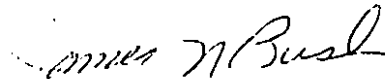
RE: H.F.P. INTERNATIONAL, INC.

Dear Ms. McDuffy:

Pursuant to our telephone conversation of this date please
find a check in the amount of \$122.50.

Thank you for your courtesies in this matter.

Very truly yours,



James N. Bush

JNB/hb
Enclosures:

ARTICLES OF INCORPORATION
OF

H.F.P. INTERNATIONAL, INC.

FILED

95 FEB 24 PM 12:26

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purposes of forming a corporation under the Florida General Corporation Act, does hereby adopt the following articles of incorporation.

ARTICLE I

NAME. The name of the corporation shall be H.F.P. INTERNATIONAL, INC.

ARTICLE II

PURPOSE. The general purposes for which the corporation is organized are:

1. To transact any lawful business for which corporations may be incorporated under the Florida General Corporations Act, or engage in any other trade or business which can, in the opinion of the Board of Directors of the corporation, be advantageously carried on in connection with or auxiliary to the foregoing business.

ARTICLE III

TERM. The duration of the corporation shall be perpetual.

ARTICLE IV

SHARES. The aggregate number of shares which the corporation is authorized to issue is One Hundred. Such shares shall be of a single class, and shall have no par value.

ARTICLE V

REGISTERED AGENT. The street address of the initial principle office of the corporation is 2929 N. University Drive, Coral Springs, Florida 33065 and the name of its initial registered agent and his address is: James N. Bush, 3042 N.

Federal Highway, Fort Lauderdale, Fl. 33306.

ARTICLE VI

CAPITAL STRUCTURE. The corporation is authorized to issue only one class of stock, and all issued stock shall be held of record by not more than thirty-five persons. Stock shall be issued and transferable only to natural persons who are not nonresident aliens.

ARTICLE VII

DIVIDENDS. The Board of Directors shall declare and pay dividends to the holders of the common shares in each fiscal year, out of the assets of the corporation legally available for such purpose, equal to at least one dollar per share. Such dividends shall be paid at such intervals as the Board of Directors may from time to time determine, but shall not be cumulative, and no rights shall accrue to the common stockholders by reason of the fact that dividends on such shares are not declared, or have not been declared in a prior period.

ARTICLE VIII

STOCKHOLDERS' MEETINGS. The presence, at any stockholders' meeting, in person or by proxy, of persons entitled to vote fifty-one per cent (51%) of the outstanding shares of the corporation then issued and outstanding shall constitute a quorum for the transaction of business. The affirmative vote of fifty-one per cent (51%) of the outstanding shares of the corporation shall be the act of the stockholders.

ARTICLE IX

SPECIAL STOCKHOLDERS' MEETINGS. Special meetings of stockholders may be called at any time for any purpose by any officer or director of the corporation or the holders of ten percent (10%) of all outstanding shares.

ARTICLE X

STOCKHOLDERS' RIGHTS. The power to make, alter, amend and repeal the bylaws of the corporation shall be reserved to the stockholders of the corporation. The stockholders shall have the right to determine in every instance the consideration for which the shares of the corporation shall be issued.

ARTICLE XI

DIRECTORS' MEETINGS. Seventy-five percent (75%) of the authorized number of directors shall constitute a quorum of the Board of directors for the transaction of business. The consent of two director shall be required to constitute any act of the Board of Directors.

ARTICLE XII

STOCK TRANSFERS. All of the issued and outstanding shares of the corporation shall be made subject to restrictions on their transferability by agreement among the holders of such shares. A copy of such agreement shall be kept on file with the president of the corporation, and shall be subject to inspection by stockholders of record and bonafide creditors of the corporation at reasonable times during business hours.

ARTICLE XIII


NUMBER OF DIRECTORS. The number of directors constituting the initial board of directors of the corporation is three (3). The name and address of each person who are to serve as a member of the initial Board of Directors are:

JOHN GERARD MARTIN 2929 N. University Drive
Coral Springs, Fl. 33065

JOSE FERNES 2929 N. University Drive
Coral Springs, Fl. 33065

HEATHER FERNES 2929 N. University Drive
Coral Springs, Fl. 33065

IN WITNESS WHEREOF, the subscriber has affixed his signature hereto this ____th day of February, 1995.


JAMES N. BUSH
3042 North Federal Highway
Fort Lauderdale, Fl. 33306

STATE OF FLORIDA)

COUNTY OF BROWARD)

BEFORE ME, the undersigned authority, personally appeared JAMES N. BUSH who after being duly sworn, acknowledged that he executed the foregoing Articles of Incorporation for the purposes expressed in such Articles this 17th day of February, 1995.


NOTARY PUBLIC

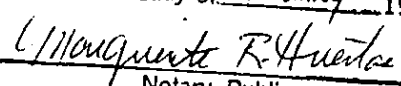
My Commission Expires:



MARGUERITE R. HUERTAS
MY COMMISSION # 00385734 EXPIRES
June 21, 1998
BONDED THROUGH TRULIA INSURANCE, INC.

STATE OF FLORIDA)
COUNTY OF BROWARD)

Subscribed to and sworn to before me
this 17th day of FEBRUARY 1995


Notary Public

Certificate Designating Place of Business or domicile for the
Service of Process Within This State. Naming Agent Upon Whom
Process May be Served

In compliance with Section 48.091, Florida Statutes, the
following is submitted:

That M.F.P. INTERNATIONAL, INC. desiring to organize under
the laws of the State of Florida, with its principal office as
indicated in the Articles of Incorporation, at 2929
University Drive, Coral Springs, Fl. 33065 has named JAMES
BUSH, 3042 N. Federal Highway, Fort Lauderdale, Florida as its
agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the
above named Corporation, at the place designated in this
certificate, the undersigned agrees to act in this capacity,
and agrees to comply with the provisions of Florida law
relative to keeping the designated office open.

I hereby am familiar with and accept the duties and
responsibilities as registered agent for said corporation.

DATED: February 17, 1995.

James N. Bush
JAMES N. BUSH - Registered Agent