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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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OFFICE USE ONLY

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-03/10/95--01070--011
****122.50 ****122.50

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

1. Connell + Company, Inc

(Corporation Name)

(Document #)

2. _____

(Corporation Name)

(Document #)

3. _____

(Corporation Name)

(Document #)

4. _____

(Corporation Name)

(Document #)

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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	
	Amendment
	Resignation of R.A. Officer/Director
	Change of Registered Agent
	Dissolution/Withdrawal
	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

3/10/95
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Examiner's Initials

**ARTICLES OF INCORPORATION
OF
CONNELL & COMPANY, INC.**

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TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this Corporation is CONNELL & COMPANY, INC. and its address is
P.O. Box 560430, Miami, FL 33256-0430.

ARTICLE II - DURATION

This Corporation shall have perpetual existence commencing on March 7, 1995.

ARTICLE III - PURPOSE

This Corporation may engage in any activity or business permitted under the laws
of the United States and of the State of Florida.

ARTICLE IV - CAPITAL STOCK

This Corporation is authorized to issue 10,000 shares of one (\$.01) penny par
value common stock, which shall be designated "Common Shares."

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The name of the initial registered agent of this Corporation is Corporation Company
of Miami, and its address is 201 S. Biscayne Boulevard 1600 Miami Center, Miami,
Florida 33131.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This Corporation shall have one (1) Director initially. The number of Directors may be increased or decreased from time to time by the Bylaws but shall never be less than one (1). The name and address of the initial Director of this Corporation is:

NAME

ADDRESS

HAROLD L. CONNELL

11651 S.W. 72nd Place
Miami, FL 33156

ARTICLE VII - BYLAWS

The Bylaws of this Corporation may be adopted, altered, amended or repealed by either the Shareholders or Directors.

ARTICLE VIII - INDEMNIFICATION

This Corporation shall indemnify any Officer or Director, or any former Officer or Director, to the full extent permitted by law.

ARTICLE IX - INCORPORATOR

The name the person signing these Articles is Harold L. Connell and his address is 11651 S.W. 72nd Place, Miami, FL 33156.

ARTICLE X - AMENDMENT

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, in accordance with the provisions of the Florida Business Corporation Act.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 9th day of March, 1995.



Harold L. Connell, Incorporator

ACCEPTANCE BY REGISTERED AGENT

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN ARTICLE V OF THESE ARTICLES OF INCORPORATION, THE UNDERSIGNED CORPORATION HEREBY AGREES TO ACT IN THIS CAPACITY, AND FURTHER AGREES TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE DISCHARGE OF ITS DUTIES.

DATED THIS 9TH DAY OF MARCH, 1995.

CORPORATION COMPANY OF MIAMI

By


Assistant Secretary

for CORPORATION COMPANY OF MIAMI
(Registered Agent)

P950000/19519
Sunstate Research

Investor's Name

Address
Tall Fc

City/State/Zip Phone #

400001883744
-07/03/96--01071--026
*****87.50 *****87.50

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(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

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TALLAHASSEE, FLORIDA

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DIVISION OF CORPORATIONS

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ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION OF
CONNELL & COMPANY, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provision of Section 607.1006 of the Florida Business Corporation Act, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation:

1. The name of the corporation is CONNELL & COMPANY, INC. (the "Corporation").

2. The following amendment of the Articles of Incorporation was agreed to and adopted by the sole director and shareholder of the Corporation on the 2nd day of July, 1996, in the manner prescribed by Section 607.1003 of the Florida Business Corporation Act:

ARTICLE I of the Articles of Incorporation of the Corporation shall be amended to read as follows:

"ARTICLE I

The name of the Corporation shall be HL Connell, Inc., and its address shall be 2600 S.W. Third Avenue, Suite 301, Miami, FL 33129."

Dated: 6/2/96

CONNELL & COMPANY, INC.,
a Florida corporation

By: Harold L. Connell
Harold L. Connell, President