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EFFECTIVE DATE

March 21, 1995

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****122.50 ****122.50

Division of Corporations
P.O.Box 6327
Tallahassee, FL 32314

RE: HILLBERN, INC.

Gentlemen:

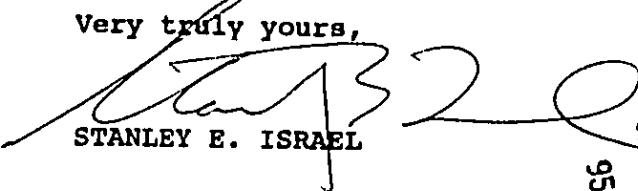
Enclosed please find an original and one copy of the Articles of Incorporation for HILLBERN, INC.

Also enclosed is a check in the amount of \$122.50 representing the filing fee, certified copy fee and registered agent designation fee.

Please return the certified copy of the Articles to the undersigned in the envelope enclosed.

If you have any questions, please feel free to call.

Very truly yours,


STANLEY E. ISRAEL

SEI/clb
Enc.

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DIVISION OF CORPORATIONS
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DIVISION OF CORPORATIONS

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ARTICLES OF INCORPORATION

OF

HILLBERN, INC.

EFFECTIVE DATE
3-21-95

ARTICLE I - NAME

The name of this corporation is HILLBERN, INC.

ARTICLE II - CORPORATE EXISTENCE

The existence of this corporation shall commence on the 21st day of March, 1995; provided that if such day be unauthorized under law, then on the earliest day allowable pursuant to Florida law for the commencement of corporate existence. The duration of the corporation shall be perpetual.

ARTICLE III - PURPOSE

This corporation is authorized to engage in any lawful activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE IV - CAPITAL STOCK

The capital stock authorized, the par value thereof, and the class of such stock shall be as follows:

<u>NUMBER OF SHARES AUTHORIZED</u>	<u>PAR VALUE PER SHARE</u>	<u>CLASS OF STOCK</u>
100	No	Common

ARTICLE V - PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI - PRINCIPAL OFFICE

The corporation's principal office shall initially be located at the following address:

13811 S.W. 52ND PLACE, FORT LAUDERDALE, FL 33330

The corporation's mailing address shall, initially, be located at the same address.

ARTICLE VII - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation and the name of the initial registered agent of this corporation at such address are as follows:

REGISTERED AGENT

STANLEY E. ISRAEL, ESQ.

**STREET ADDRESS OF
REGISTERED OFFICE**

450 NORTH PARK ROAD, #805
HOLLYWOOD, FLORIDA 33021

ARTICLE VIII - INITIAL BOARD OF DIRECTORS

This corporation shall have one director initially. The number of directors may be either increased or diminished from time to time by the By-Laws but shall never be less than one. The initial director of this corporation shall be the Incorporator named below.

ARTICLE IX - INCORPORATOR

The name and address of the person signing these articles is:

NAME

STANLEY E. ISRAEL

ADDRESS


450 NORTH PARK RD., SUITE 805
HOLLYWOOD, FLORIDA 33021

ARTICLE X - INDEMNIFICATION

This corporation shall indemnify all officers and directors, and former officers and directors, to the fullest extent permitted by law as the law now exists or may be amended hereafter.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 21st day of March, 1995.

Incorporator and Initial Member
of Board of Directors:


STANLEY E. ISRAEL, ESQ.

ACCEPTANCE OF REGISTERED AGENT

I, the undersigned initial registered agent, am familiar with and accept the duties and responsibilities as registered agent for the corporation.

STANLEY E. ISRAEL, ESQ.

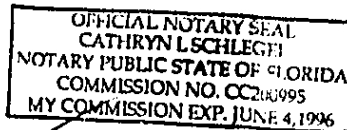
STATE OF FLORIDA

COUNTY OF BROWARD

The foregoing instrument was acknowledged before me this 21st day of March, 1995, by STANLEY E. ISRAEL.

NOTARY PUBLIC

My Commission Expires:



Personally Known OR Produced Identification

Type of Identification