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ATTORNEYS OF
ROBERT J. ARNOLD, P.A.
6400 NORTHWEST SIXTH WAY
FORT LAUDERDALE, FLORIDA 33309
(305) 938-8948
FAX (305) 938-8151

February 3, 1995

Department of State
Corporate Records Bureau
Post Office Box 6327
Tallahassee, Florida 32314

HPPC, Inc.

Re: ~~High Plains Capital Corporation~~

Dear Sir/Madam:

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-03/16/95--01000--005
****122.50 ****122.50

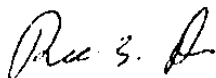
Enclosed herewith are the original and a copy of the Articles of Incorporation for High Plains Capital Corporation and our check for \$122.50 computed as follows:

Filing Fee	\$35.00
Certified Copy	\$52.50
Registered Agent Designation	\$35.00

Please certify the copy of the Articles and return it to us in the enclosed self-addressed stamped envelope.

If you should have any questions, please feel free to contact me.

Yours truly,



Robert J. Arnold, Esq.

FILED
53 APR -7 PM 12:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RJA/dvn

Enclosures

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Dmc 4.10.95

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

March 16, 1995

ROBERT J. ARNOLD, P.A.
6400 NW 60TH WAY
FT. LAUDERDALE, FL 33309

SUBJECT: HIGH PLAINS CAPITAL CORPORATION
Ref. Number: W95000005942

We have received your document for HIGH PLAINS CAPITAL CORPORATION and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6929.

Brendolyn Bruton
Corporate Specialist

Letter Number: 095A00011934

THE LAW OFFICES OF ROBERT J. ARNOLD
6400 NORTHWEST SIXTH WAY
FORT LAUDERDALE, FLORIDA 33309
PHONE (305) 938-8946
FAX (305) 938-9154

April 4, 1995

Department of State
Corporate Records Bureau
Post Office Box 6327
Tallahassee, Florida 32314

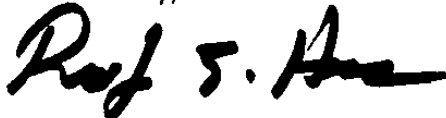
Re: HPPC, Inc

Dear Sir/Madam:

To follow-up your recent letter concerning HPPC, Inc, enclosed herewith are the original and a copy of the Articles of Incorporation for HPPC, Inc. Previously, we provided your office with a check for \$122.50. Please use those funds to pay the costs of incorporating HPPC, Inc. Please certify the copy of the Articles and return it to us in the enclosed self-addressed stamped envelope.

If you should have any questions, please feel free to contact me.

Yours truly,



Robert J. Arnold, Esq.

RJA/dvn

Enclosures

ARTICLES OF INCORPORATION

OF

HPPC, Inc.

FILED

95 APR -7 PM 12:01

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned hereby makes and subscribes to these Articles of Incorporation intending to form a corporation under the provisions of the Florida Statutes.

ARTICLE I

The name of this Corporation is HPPC, Inc.

ARTICLE II

The Corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida. While engaging in such activity or business, it may exercise all of the powers and privileges conferred by the Florida General Corporation Act as presently in effect and as it may be amended from time to time in the future.

ARTICLE III

The aggregate number of shares which the Corporation shall have the authority to issue shall be 1,000 shares of common stock.

All of said stock shall be payable in cash, patents, stock, notes, accounts, claims, real estate or other property at a just valuation to be fixed by the Board of Directors at a meeting called for that purpose. Property, but not labor or services, may be purchased or paid for with the capital stock at a just valuation to be fixed by the Board of Directors at a meeting called for that purpose.

ARTICLE IV

The street address of the Corporation shall be 6400 Northwest Sixth Way, Fort Lauderdale, Florida 33309. The name of the Corporation's initial registered agent is Robert J. Arnold.

ARTICLE V

The number of directors constituting the initial Board of Directors of this Corporation is one (1). The names and street addresses of the initial director of this Corporation is:

<u>Name</u>	<u>Address</u>
Peter Halmos	6400 Northwest 6th Way Fort Lauderdale, Florida 33309

The initial directors may serve from time to time and may, by resolution, fix the number constituting the Board of Directors and may also name the persons to fill vacancies on the Board of Directors created by an increase in the number of directors which occurs between annual meetings.

ARTICLE VI

The name and address of the incorporator is Robert Arnold, 6400 Northwest Sixth Way, Fort Lauderdale, Florida 33309.

ARTICLE VII

It is the intention of the corporation to indemnify its officers, directors, employees and agents to the full extent permitted by Section 607.014, Florida Statutes.

ARTICLE VIII

Anything to the contrary contained in these Articles of Incorporation notwithstanding, if the shareholders of the Corporation shall so elect, they may exercise all powers and conduct the business and affairs of this Corporation in lieu of the Board of Directors.

ARTICLE IX

Directors of this Corporation need not be residents of the State of Florida, unless otherwise provided in the By-Laws of the Corporation.

The shareholders of this Corporation shall have exclusive authority to fix the compensation of directors of this Corporation unless otherwise provided in the By-Laws.

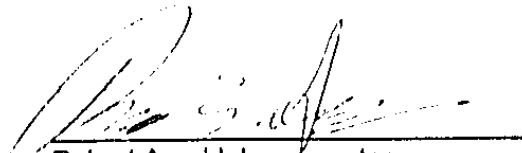
ARTICLE X

Members of the Board of Directors may participate in special meetings of the Board of Directors by means of a conference telephone as provided by law, but regular meetings of the Board of Directors must be attended in fact in person by each director.

ARTICLE XI

The Corporation, its shareholders, or any combination of the Corporation and its shareholders, may enter into agreements limiting or restricting free transfers of shares of its capital stock. Any such agreements will be valid and enforceable among the parties to such agreements and, when the existence of such agreement is noted on the face or on the back of the certificates representing any such shares, such agreements will be binding and enforceable upon any transferee or successor of any party to such agreement.

Dated this 31st day of March, 1995.


Robert Arnold, Incorporator

STATE OF FLORIDA)
COUNTY OF BROWARD)

THE FORGOING INSTRUMENT was acknowledged before me this 31st day of March 1995, by Robert Arnold, who personally appeared before me at the time of notarization, and who is personally known to me or who has produced his Florida's Drivers license as identification and who did take an oath.



Seal _____

My Commission Expires _____

NOTARY PUBLIC

Signature Joan E. Erpelding
Printed Name JOAN E. ERPELDING

FILED

95 APR -7 PM 12:01

SECRETARY OF STATE
STATE OF FLORIDA

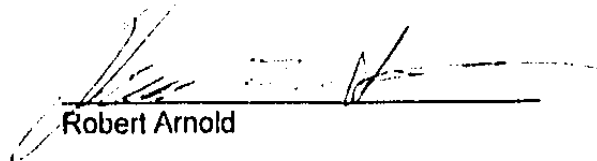
**CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS
WITHIN THIS STATE, NAMING THE AGENT UPON
WHOM PROCESS MAY BE SERVED**

In compliance with Sections 48.091 and 620.192, Florida Statutes, the following is submitted.

That HPPC, Inc., desiring to organize under the laws of the State of Florida, with its principal place of business at 6400 Northwest Sixth Way, Fort Lauderdale, Florida 33309 has named Robert Arnold located at 6400 Northwest Sixth Way, Florida 33309, as its agent to accept service of process within Florida.

ACKNOWLEDGEMENT:

Having been named to accept service of process for the above stated corporation, at the place designated in this Certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper performance of my duties.


Robert Arnold

0301C/2340.002