

P95000028136

H K H Enterprises
2809 Blvd Avenue
Suite 11205
Miami, FL 33133

March 7, 1995

Secretary of State
State of Florida
George Firestone Building
409 East Gaines Street
Tallahassee, FL 32399

STATE OF FLORIDA
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
95 APR 7 11:15

Dear Sir:

Attached are our Articles of Incorporation for your filing and approval. Our Check # in the amount of \$122.50 is enclosed. The title was approved, verbally via telephone, on March 6, 1995. Kindly proceed with filing and return the certified copy of the Articles of Incorporation in the Federal Express package enclosed.

Thank you for your prompt attention in this matter.

Sincerely,

James R. Horner
James R. Horner
Director

Enc.

FILED
95 APR 7 11:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Dmc 4/10/95

*3/10/95
unable to reach by
phone.*

*BMS
3/10/95
726,658
100-5515*

H. H. Enterprises
2809 Blvd Avenue
Suite #205
Miami, FL 33133

April 2, 1995

Brendolyn Bruton
Florida Department of State
George Firestone Building
409 East Gaines Street
Tallahassee, FL 32399

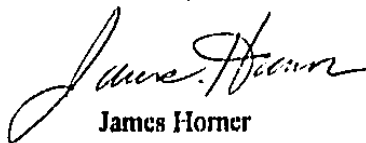
Dear Ms. Bruton:

We are in receipt of your letter dated March 10, 1995, a copy of which is enclosed. Article Five of the Articles of Incorporation has been changed to include both the registered and principal office addresses.

During working hours, I can be reached at 305-279-7089.

Thank you for your attention to this matter. Should you need any additional information, please don't hesitate to call.

Sincerely,


James Horner

ARTICLES OF INCORPORATION
OF
H & H ACQUISITIONS, INC.

FILED
95 APR -7 AM 11:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE ONE

The name of this corporation shall be:

H & H ACQUISITIONS, INC.

ARTICLE TWO

The duration of this corporation shall be perpetual.

ARTICLE THREE

The purpose of this corporation is to do any and all things authorized under the laws of the State of Florida and, in addition, this corporation shall have all those powers enumerated in Chapter 607.011 of the Florida Statutes as last amended and those powers necessary and convenient to effect its purposes.

ARTICLE FOUR

The aggregate number of shares which the corporation shall have authority to issue is One Hundred (100) shares at ONE DOLLAR & no/00 (\$1.00) par value. All of said stock shall be payable in cash, property, labor or services at a just valuation to be fixed by the Board of Directors at a meeting to be held for such purposes, and property, labor or services may be purchased or paid for with the capital stock of this corporation at a just valuation, likewise to be fixed by the Board of Directors.

ARTICLE FIVE

The Registered Agent of this corporation shall be JAMES R. HORNER, and the registered office of this corporation shall be 2809 Bird Avenue, Suite #205, Miami, Florida 33133. The principal address of this corporation shall be the same, 2809 Bird Avenue, Suite #205, Miami, Florida, 33133.

ARTICLE SIX

This Corporation shall have two (2) Directors initially. The number of directors may be increased from time to time by the By-laws, but shall never be less than one.

The names and addresses of the initial Director(s) are as follows:

JAMES R. HORNER
2809 Bird Avenue, Suite #205
Miami, Florida 33133

ROBERT J. HARTMAN
2809 Bird Avenue, Suite #205
Miami, Florida 33133

ARTICLE SEVEN

The name and address of the person that is signing these Articles of Incorporation is:

JAMES R. HORNER
2809 Bird Avenue, Suite #205
Miami, Florida 33133

ARTICLE EIGHT

By-laws may be repealed or amended and new by-laws may be adopted by either the Board of Directors or the Shareholders, but the Board of Directors may not amend or repeal any by-laws adopted by the Shareholders if the Shareholders specifically provide such by-laws not subject to amendment or repeal by Directors.

ARTICLE NINE

The approval of the Shareholders of this corporation to any plan or merger shall be required in every case, whether or not such approval is required by law.

ARTICLE TEN

All corporate powers shall be exercised by or under the authority of and the business and affairs of this corporation shall be managed under the direction of the Shareholders of this corporation.

ARTICLE ELEVEN

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

ARTICLE TWELVE

The corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment thereto, and any right conferred upon the Shareholders is subject to this reservation.

ARTICLE THIRTEEN

The Shareholders of this corporation shall have the exclusive authority to fix the compensation of the Directors of this Corporation.

ARTICLE FOURTEEN

This Corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act, except that this corporation shall not have the power to sell, mortgage, or pledge all or substantially all of its property and assets without prior Shareholders' approval.

ARTICLE FIFTEEN

SECTION 1 - The holders of record of the Common shares of this Corporation shall be entitled to dividends at such times as the Corporation is authorized to pay dividends.

SECTION 2 - In the event of any voluntary or involuntary liquidation, dissolution or winding up of this Corporation, the holders of record of the outstanding Common Shares shall be paid from the remaining assets of the corporation ratably.

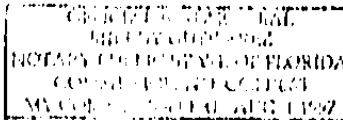
SECTION 3 - Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding common shares.

IN WITNESS WHEREOF, THE UNDERSIGNED Incorporator has executed these Articles of Incorporation this 8 day of March, 1995.

James R. Horner
JAMES R. HORNER

W. LeRoy Carter
Notary Public

My Commission Expires:



ACCEPTANCE OF REGISTERED AGENT

Having been named in these Articles of Incorporation to accept service of process for the within stated Corporation, at the place designated therein, I hereby agree to act in this capacity and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties. DATED this 8 day of March, 1995.

James R. Horner
JAMES R. HORNER