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UI DIVISION OF
DEPARTMENT OF STATE
STATE OF FLORIDA
400 EAST GAINES STREET
TALLAHASSEE, FL 32399
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MIAMI BLACH FL 33140-0000
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(((H9500004030))) DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.
NAME: HENNESSY & DESCHAPELLES, INC.
FAX AUDIT NUMBER: H9500004030 CURRENT STATUS: REQUESTED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE
Sandra B. Martinez
Secretary of State

April 10, 1995

CORPORATE CREATIONS MIAMI

MIAMI BEACH, FL

SUBJECT: HENNESSY & DESCHANELLES, INC.
REF: W95000007678

We received your electronically transmitted document. However, the document has not been filed and needs the following corrections:

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Loria Poole
Corporate Specialist

FAX Aud. #: H95000004030
Letter Number: 995A00016245

Division of Corporations - P.O. Box 6327 - Tallahassee, Florida 32314

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Articles of Incorporation
of
Hennessy & Deschappelles, Inc.

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CLERK OF DISTRICT COURT

Article I. Name

The name of this Florida corporation is Hennessy & Deschappelles, Inc.

Article II. Address

The mailing address of the Corporation is:

Hennessy & Deschappelles, Inc.
260 Crandon Blvd, Suite 32-393
Key Biscayne, FL 33149

EFFECTIVE DATE

4-17-95

Article III. Capital Stock

The Corporation shall have the authority to issue 2000 shares of common stock, par value \$.01 per share.

Article IV. Registered Agent

The name and address of the registered agent of the Corporation is:

Corporate Creations Enterprises Inc.
4521 PGA Boulevard, Suite 211
Palm Beach Gardens, FL 33418

Article V. Board of Directors

The affairs of the Corporation shall be managed by a Board of Directors consisting of no less than one director. The number of directors may be increased or decreased from time to time in accordance with the Bylaws of the Corporation. The election of directors shall be done in accordance with the

Corporate Creations International Inc.
4437 Sheridan Avenue
Miami Beach, FL 33140
(305) 538-8091

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Bylaws. The directors shall be protected from personal liability to the fullest extent permitted by law. The name of each initial member of the Corporation's Board of Directors is:

Cecilia Deschanelles

Article VI. Incorporator

The name and address of the incorporator is:

Corporate Creations International Inc.
4437 Sheridan Avenue
Miami Beach, FL 33140

Article VII. Corporate Existence

The corporate existence of the Corporation shall begin effective as of April 7, 1995.

The authorized representative of the incorporator executed these Articles of Incorporation on April 7, 1995.

Corporate Creations International Inc.

By: Joseph P. Mata
Joseph P. Mata, Secretary

Corporate Creations International Inc.
4437 Sheridan Avenue
Miami Beach, FL 33140
(305) 538-9091

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**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

CORPORATION:
Hennessy & Deschanelles, Inc.

REGISTERED AGENT:
Corporate Creations Enterprises Inc.
4521 PGA Boulevard, Suite 211
Palm Beach Gardens, FL 33418

I agree to act as registered agent to accept service of process for the corporation named above at the place designated in this Certificate. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.

Corporate Creations Enterprises Inc.

Joseph P. Mata
Johnny C. Rodriguez, Vice President
By: Joseph P. Mata as Attorney in Fact

Date: April 7, 1995

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