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Schantz
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& Cahan, P.A.

ATTORNEYS AT LAW
FIRST UNION FINANCIAL CENTER
200 SOUTH BISCAYNE BOULEVARD
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MIAMI, FLORIDA 33131-2394
TELEPHONE: (305) 371-3100
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June 2, 1995

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
P.O. Box 6327
Tallahassee, Florida 32314

300001510183
-06/09/95--01087--008
****122.50 ****122.50

RE:

H.E.R., INC.

Gentlemen:

Enclosed are duplicate executed copies of the Articles of Incorporation of the above-referenced Florida corporation. Also enclosed is this Firm's check in the amount of \$122.50 to cover the \$35.00 filing fee, \$52.50 for a certified copy of the Articles, and \$35.00 Registered Agent designation fee.

Please expedite the filing of these Articles and return a certified copy to the undersigned in the enclosed self-addressed, stamped envelope.

Very truly yours,

SCHANTZ, SCHATZMAN, AARONSON & CAHAN, P.A.

Carmen A. Accordino

CARMEN A. ACCORDINO

CAA/rp
Encls.

FILED
JUN 23 PM 2:49
JUN 23 1995

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JUN 23 1995

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

June 14, 1995

SCHANTZ, SCHATZMAN, AARONSON & CAHAN
200 SOUTH BISCAYNE BLVD.
SUITE 1050
MIAMI, FL 33131-2394

SUBJECT: H.F.R., INC.
Ref. Number: W95000012135

We have received your document for H.F.R., INC. and check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned to you for the following reason(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) 487-6925.

Brenda Baker
Corporate Specialist

Letter Number: 695A00029194

ATTORNEYS AT LAW
FIRST UNION FINANCIAL CENTER
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Schantz
Schatzman
Aaronson
& Cahan, P.A.

June 19, 1995

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
P.O. Box 6327
Tallahassee, Florida 32314
Attention: Ms. Brenda Baker,
Corporate Specialist

RE:

Letter Number: 695A00029194 /
New Name: H.E.R. RESOURCES, INC.

Dear Ms. Baker:

Enclosed are duplicate executed copies of the Articles of Incorporation of the above-referenced Florida corporation which are resubmitted for filing. Also enclosed is a copy of your letter referenced above. We have added one word to the old name and after checking for name availability, the name appears to be available.

Please expedite the filing of these Articles and return a certified copy to the undersigned in the enclosed self-addressed, stamped envelope.

Very truly yours,

SCHANTZ, SCHATZMAN, AARONSON & CAHAN, P.A.

A handwritten signature in cursive script, appearing to read "Carmen A. Accordino".

CARMEN A. ACCORDINO

CAA/rp
Encls.

ARTICLES OF INCORPORATION

- OF -

H.F.R. RESOURCES, INC.

FILED
95 JUN 23 PM 2:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation under Chapter 607 of the Florida Statutes, hereby adopts the following Articles of Incorporation.

ARTICLE I - NAME

The name of this corporation is H.F.R. RESOURCES, INC.

ARTICLE II - DURATION

This corporation shall exist in perpetuity.

ARTICLE III - PURPOSE

This corporation is organized for the purposes of engaging in any activities or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 10,000 shares of \$1.00 par value common stock which shall be designated "Common Shares."

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the registered office of this corporation is Suite 1050, First Union Financial Center, 200 South Biscayne Boulevard, Miami, Florida 33131-2394, and the name of

the registered agent of this corporation at that address is ROBERT A. SCHATZMAN. The address of the corporation's principal office is the same as the address of its registered office.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) 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

(1). The name and address of the initial director of this corporation is:

<u>NAME</u>	<u>ADDRESS</u>
ROBERT A. SCHATZMAN	Suite 1050, First Union Financial Center 200 South Biscayne Boulevard Miami, Florida 33131-2394

ARTICLE VII - INCORPORATOR

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

<u>NAME</u>	<u>ADDRESS</u>
ROBERT A. SCHATZMAN	Suite 1050, First Union Financial Center 200 South Biscayne Boulevard Miami, Florida 33131-2394

ARTICLE VIII - BY-LAWS

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors.

ARTICLE IX - POWERS

This corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act.

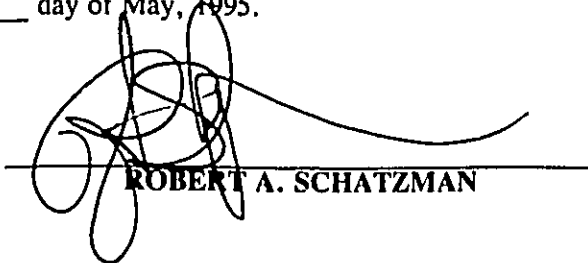
ARTICLE X - INDEMNIFICATION

This corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE XI - AMENDMENT

This 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.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 31st day of May, 1995.



ROBERT A. SCHATZMAN


STATE OF FLORIDA

)

COUNTY OF DADE

) :SS.:
)

THE FOREGOING INSTRUMENT was acknowledged before me, Alfredo G. Hernandez, the undersigned authority, this 31st day of May, 1995, by ROBERT A. SCHATZMAN, who is personally known to me and who did/did-not take an oath.



NOTARY PUBLIC, State of Florida at Large
My Commission Expires:



ALFREDO G. HERNANDEZ
My Commission CC410684
Expires Sep. 29, 1998
Bonded by HAI
800-422-1555

DESIGNATION OF RESIDENT AGENT

Certificate Designating Place of Business or Domicile for the Service of Process
Within this State, Naming Agent Upon Whom Process May Be Served.

(Attached to the Articles of Incorporation of

H.F.R. RESOURCES, INC.

and Made a Part Thereof)

FILED
95 JUN 23 PM 2:49
TALLAHASSEE, FLORIDA

Pursuant to Chapters 48.091 and 607.0501, Florida Statutes, the following is submitted in compliance with said Acts and made a part of the Articles of Incorporation of said corporation to which this document is attached:

THAT, H.F.R. RESOURCES, INC., desiring to organize under the laws of the State of Florida, with its registered office as indicated in the Articles of Incorporation in the City of Miami, County of Dade, State of Florida, has named **ROBERT A. SCHATZMAN**, as its Registered Agent to accept service of process within this State.

ACCEPTANCE

THAT, I agree as Resident Agent to accept Service of Process; to keep office open during prescribed hours; to post my name (and any other officers of said corporation authorized to accept service of process at the above Florida designated address) in some conspicuous place in office as required by law.



ROBERT A. SCHATZMAN,
Resident Agent

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