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PATRICIA A. RATHBURN

Attorney At Law

June 20, 1995

Secretary of State
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

300001522083
-06/23/95--01073--004
****122.50 ****78.75
22.50

Re: Incorporation of HMWH Development Corp.

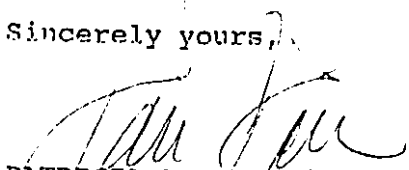
Dear Sir or Madam:

Attached please find the Articles of Incorporation for HMWH Development Corp, together with the Certificate of Designation of Registered Agent/Registered Office.

I have enclosed is my firm check in the amount of \$122.50 for filing of the Articles and registered Agent Designation, and for a copy of the documents to be sent to me after filing.

Should you have questions concerning the foregoing, please do not hesitate to contact me.

Sincerely yours,


PATRICIA A. RATHBURN

cc: Stuart Bernstein

FILED
95 JUN 23 / 4 8:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
HMWH DEVELOPMENT CORP.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporators, for the purpose of forming a corporation under the provisions of the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I: NAME

The name of the Corporation shall be HMWH DEVELOPMENT CORP.

ARTICLE II: PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be 150 S.W. 12th Avenue, Suite 201, Pompano Beach, Florida 33069.

ARTICLE III: PROFESSION

The Corporation is being incorporated for the purpose of development of property within the State of Florida and all such other endeavors as the Corporation from time to time determines.

ARTICLE IV: CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is One Hundred (100) shares having a par value of One Dollar (\$1.00) per share.

ARTICLE V: INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is: Patricia A. Rathburn, 217 N.E. Second Street, Fort Lauderdale, Florida, 33301.

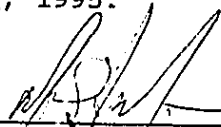
ARTICLE VI: INCORPORATOR

The name and address of the incorporators to these Articles of Incorporation are Michael Moran, 150 S.W. 12 Avenue, Pompano Beach, Florida 33069 and Stuart Bernstein, 150 S.W. 12 Avenue, Pompano Beach, Florida 33069.


ARTICLE VII: DIRECTOR

The name and address of the Directors of the Corporation are Michael Moran, 150 S.W. 12 Avenue, Pompano Beach, Florida 33069, and Stuart Bernstein, 150 S.W. 12 Avenue, Pompano Beach, Florida 33069.

The undersigned has executed these Articles of Incorporation this
21 day of June, 1995.



Michael Moran, Incorporator



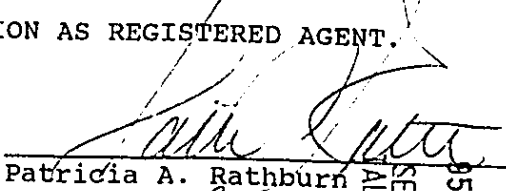
Stuart Bernstein, Incorporator

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.0501, Florida Statutes, the mentioned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is HMWH DEVELOPMENT CORP.
2. The name and address of the registered agent and office is Patricia A. Rathburn, 217 N.E. Second Street, Fort Lauderdale, Florida, 33301.

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.


Patricia A. Rathburn

Dated: June 21, 1985

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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