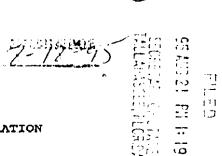


STEETING DATE

32 VAS ST WITH: 00

GHALLIEN

THIS INSTRUMENT PREPARED BY:
MAYNARD J. HELLMAN, ESQUIRE
FLORIDA BAR NO. 137411
1100 PONCE DE LEON BLVD.
CORAL GAELES, FLORIDA 33134
(305) 448-8282



ARTICLES OF INCORPORATION

OE

HULLARY VENTURES. INC.

I, the undersigned incorporator of this corporation under Plorida Statute 607, as amended, do hereby associate myself to form a corporation and adopt the following Articles of Licorporation.

ARTICLE I

The name of this corporation is:

HILLARY VENTURES. INC.

The mailing address for the Corporation is:

5930 N. Bayshore Drive, Miami, Fl 33137

ARTICLE_II

PURPOSE AND NATURE OF BUSINESS

The purposes of this corporation and general nature of the business to be conducted are as follows:

A. To engage in any business activity or endeavor which is lawful under the laws of the State of Florida, and the United States of America.

ARTICLE III

DURATION OF CORPORATION

This corporation is to have perpetual existence commencing on the date of execution and acknowledgment of these Articles of Incorporation.

CAPITAL STOCK

The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time is one hundred (100) shares of Common Stock, each share having no par value.

ARTICLE V

INITIAL CAPITAL CONTRIBUTION

The amount of capital with which this corporation shall begin business shall not be less than Five Hundred (\$500.00) Dollars.

ARTICLE VI

SUBSCRIBERS

The name and address of the subscriber of these Articles of Incorporation and the number of shares he has elected to take are as follows:

SUBSCRIBER

ADDRESS

NUMBER OF SHARES

MAYNARD J. HELLMAN

1100 PONCE DE LEON BLVD. CORAL GABLES, FL 33134

100

ARTICLE_VII

DIRECTORS

The initial number of Directors of this corporation shall be

one (1). The number of Directors may either be increased or decreased from time to time by a vote of the stockholders in conformity with the By-Laws of the Corporation but shall never be less than one (1).

ARTICLE VILL

INITIAL BOARD OF DIRECTORS

NAME

ADDRESS

Larry Clark

5930 N. Bayshore Drive Mismi, Florida 33137

ARTICLE IX

YOTING_RIGHTS

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.

ARTICLE X

PREDICTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of

this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his prograta share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE_XI

INITIAL REGISTRED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 1100 PONCE DE LEON BLVD., CORAL GABLES, FLORIDA, and the name of the initial Registered Agent of this corporation at that address is MAYNARD J. HELLMAN.

ARTICLE XII

INDEMNIPICATION

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

DATED this _____ day of August, 1995.

NARDO S BELLMAN

STATE OF FLORIDA)
COUNTY OF DADE)

BEFORE ME, the undersigned authority, personally appeared MAYNARD J. HELLMAN, to me well known to be the person described in

and who executed the foregoing Certificate of Incorporation, and who acknowledged before me, according to law, that he made bns subscribed the same for the purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and official soul at Coral Gables, Dade County, Florida, this 18th day of August, 1995.

Notary Public State of Florida at Large

My Commission Expires:

ODALYS LICEA IV compessor a co (mine expres) November 7, 1995 IOSD THIS TROY FAIR PEURANCE, NE.

ODALYS LICEA
LUMINOSON & CO. MEND ENVIRS
NOVEMBER 7, 1995

HILLARY VENTURES, INC.

CERTIPICATE	DESIGNATING	PLACE OF	BUSINES	S OR DO	MICILE FOR	ा ा The
PURPOSES OF	PROCESS WIT	TITN PLOR	IDA, NAM	NING YOEK	T UPON PROC	ESS
IN COM	PLIANCE WITH	MAY BE S	<u> </u>		STATUTES.	—— The
FOLLOWING IS	SUBMITTED:					
FIRST,	THAT HILLARY \	ENTURES.	INC. IS	DESIRING	TO ORGANIZE	OR

QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUJINESS AT THE CITY OF MIAMI, STATE OF NAMED MAYNARD J. HELLMAN, ESQUIRE, AT 1100 PONCE DE LEON BOULEVARD, CORAL GABLES, STATE OF FLORIDA, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

> Signature:_ Title: Subscriber Date:____

Having been named to accept services of process for the above stated corporation, at the place designated in this cortificate, 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.

Date: 8 (8 95 (Registered Agent)

articles/i:\od