

P96000009486



H. EDWARD JONES
CERTIFIED PUBLIC ACCOUNTANT

January 29, 1996

Florida Department of Revenue
Division of Corporations
P.O. Box
Tallahassee, FL 32314

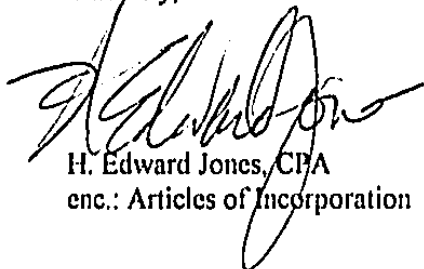
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To Whom It May Concern:

Please find attached the Articles of Incorporation for Hammerhead Resource Group, Inc..
Also please find enclosed the filing fees of \$70.00.

Thank you in advanced for your prompt handling of this matter.

Sincerely,



H. Edward Jones, CPA
enc.: Articles of Incorporation

FILED
96 JAN 29 PM 3:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SAB
1/30/96

Guiding Growing Businesses

3230 WEST COMMERCIAL BOULEVARD, SUITE 150, FORT LAUDERDALE, FLORIDA 33309
TEL. 305-735-4929 FAX 305-733-9261

ARTICLES OF INCORPORATION
OF
HAMMERHEAD RESOURCE GROUP, INC.

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96 JAN 29 PM 3:52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscriber, a natural person competent to contract for the purpose of forming a corporation under the Florida General Corporation Act of the State of Florida, adopts the following Articles of Incorporation:

ARTICLE I

The name of the corporation is HAMMERHEAD RESOURCE GROUP, INC.

ARTICLE II

The corporation is organized for the purpose of transacting any and all lawful business permitted under the laws of the United States and of the State of Florida and shall have such powers as enumerated in The Florida General Corporation Act, Chapter 607, Florida Statutes (1989), as amended from time to time.

ARTICLE III

The total number of shares of stock which the corporation shall have authority to issue and which the corporation is authorized to have outstanding at any one time is One Thousand (1000) shares, which shares shall have a par value of One Dollar (\$1.00).

ARTICLE IV

This corporation shall have perpetual existence.

ARTICLE V

The initial address of the principal office of the corporation in the State of Florida is 9119 Lime Tree Lane, Pembroke Pines, FL 33024.

ARTICLE VI

This corporation shall have two (2) directors initially. The number of directors may be either increased or diminished from time to time in accordance with the By-Laws. The names and address of the initial directors of this corporation are:

Frank S. Cesarano
9119 Lime Tree Lane
Pembroke Pines, FL 33024

Norm Parker
9119 Lime Tree Lane
Pembroke Pines, FL 33024

ARTICLE VII

The initial officers of this corporation are:

Frank Cesarano: President/Secretary/Treasurer

ARTICLE VIII

The name and street address of the subscriber to these Articles of Incorporation is:

Frank S. Cesarano
9119 Lime Tree Lane
Pembroke Pines, FL 33024

ARTICLE IX

The corporation shall indemnify any officers or directors or any former officers or directors to the full extent permitted by law.

ARTICLE X

The name and address of the incorporator and the initial registered agent of this corporation and his street address is as follows:

Frank S. Cesarano
9119 Lime Tree Lane
Pembroke Pines, FL 33024

ARTICLE XI

These Articles of Incorporation may be amended or repealed as provided by law.

ARTICLE XII

Members of the Board of Directors may participate in meetings of the Board of Directors by means of a conference telephone communication and as otherwise provided by law.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation on this day of January 18, 1996.

SUBSCRIBER:

Frank S. Cesarano
Frank S. Cesarano

WITNESSES:

DE Pal

Valia Optermann

STATE OF FLORIDA)

) ss.

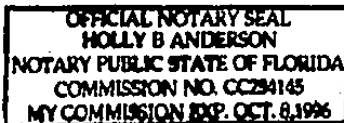
COUNTY OF BROWARD)

BEFORE ME, a Notary Public, authorized to take acknowledgements in the State and County aforesaid, personally appeared Frank Cesarano known to me and known by me to be the person who executed the foregoing Articles of Incorporation and he acknowledged before me that he executed these Articles of Incorporation.

WITNESS my hand and seal in the County and State aforesaid, this day of January 18, 1996.

Holly B. Anderson
Notary Public

MY COMMISSION EXPIRES:

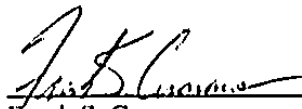


REGISTERED AGENT CERTIFICATE AND ACCEPTANCE

Pursuant to Chapter 607, Florida Statutes (1989), as amended from time to time, the following is submitted:

1. Hammerhead Resource Group, Inc. is desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation, at 9119 Lime Tree Lane, Pembroke Pines, FL 33024, by Frank Cesarano, its agent to accept service of process within the State of Florida.

2. Having been named to accept service of process for the above-named corporation at the place designated in this Certificate, I hereby accept to act in this capacity and agree to comply with the provisions of Chapter 607, Florida Statutes (1989), as amended from time to time, relative to keeping open said office.



Frank S. Cesarano
Registered Agent

Dated: January 18, 1996

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TALLAHASSEE, FLORIDA