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CONTACT PERSON: VICKI PEREZ

CERTIFICATE OF GOOD STANDING

EXAMINER'S INITIALS:

T. BROWN FEB 1 5 1996

96 FEB 15 PH 1: 02

TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

HWGA CORP.

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

HWGA CORP.

The address of the principal office of this corporation shall be C/O Michael Feinstein, ESQ, Suite 710, 888 East Las Olas Boulevard, Fort Lauderdale, Florida 33301, and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock having NO par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be Suite 710, 888 East Las Olas Boulevard, Fort Lauderdale, Florida 32301, and the name of the initial registered agent of the corporation at that address is Michael Feinstein.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. OFFICERS

The name and addresses of the initial officers of the corporation who shall hold offic; for the first year of the corporation, or until their successors are elected or appointed are:

Richard S. Pearson Pres.

C/O Michael Feinstein, ESQ

Suite 710

888 East Las Olas Boulevard Fort Lauderdale, Florida 33301

Jan Thoelke V. Pres.

Same

Michael L. Feinstein

Same

V. Pres.

ARTICLE VII. PREEMPTIVE RIGHTS

The corporation elects to have preemptive rights.

ARTICLE VIII. INCORPORATOR

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

Corporation Service Company 1201 Hays Street Tallahassee, Florida 32301

IN WITNESS WHEREOF, the undersigned agent of Corporation Service Company, has hereunto set their hand and seal of Corporation Service Company on February 14, 1996.

CORPORATION SERVICE COMPANY

Its Agent, Karen Bl Rozar

GLS/vlp

96 FEB 15 PH 1: 02
TALLAHASSEE, FLORIDA

ACCEPTANCE OF REGISTERED AGENT DESIGNATED IN THE ARTICLES OF INCORPORATION

MICHAEL FEINSTEIN, an individual residing in this state having a business office identical with the registered office of the corporation named below, and having been designated as the Registered Agent in the above and foregoing Articles of Incorporation of

HIVGA Corp.

is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

Av:

MICHAEL FEINSTEIN