

P96000022971
HBL FUTURITY & ASSOCIATES, Inc.
An International Service Organization

Principal Offices:

901 Dulany Valley Road, Suite #610
Towson, Maryland 21204
Ph 410-296-1532 Fax 410-296-1741

International Offices:

1876 No. University Dr., Suite #202
Plantation, Florida 33322
Ph 305-370-1994 Fax 305-424-0353

Canada Offices:

3660 Hurontario Street, 10th Floor
Mississauga, Ontario L5B 3C4
Ph 905-276-6333 Fax 905-276-6875

Australia Offices:

18 Jacinta Court, Doveton 3177
Melbourne, Australia
Phone & fax 011-613-791-2206

Warehouses and Showroom: Baltimore Free Port, 2500-A Broening Highway, Baltimore, Maryland 21224

800001739408
-03/12/96--01034--002
****122.50 ****122.50

March 8, 1996

State of Florida
Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Via Priority Mail

RE: CORPORATE REGISTRATION

EFFECTIVE DATE
3-5-96

To Whom It May Concern:

Enclosed please find two (2) copies of the Articles of Incorporation of the firm.
Also enclosed please find a check for \$122.50 to cover the cost of registration
and an original certificate.

Thank you for your attention to this matter.

Best regards,
HBL Futurity & Associates, Inc.


A. I. Schweitzer
Incorporator

MAR 14 1996 BSB
A. I. Schweitzer

BY PHONE TO
Principal office
3/14/96
BSB

FILED
MAR 19 AM 11:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

96 MAR 11 AM 11:19

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
HBL FUTURITY & ASSOCIATES, INC.**

- FIRST: The name of the Corporation is HBL Futurity & Associates, Inc. (the "Corporation").
- SECOND: The duration of the Corporation is perpetual. EFFECTIVE DATE 3.5.96
- THIRD: The Corporation is organized for the purpose of transacting any and all lawful business for which corporations may be formed under Chapter 607 of the Florida Statutes.
- FOURTH: The Corporation is authorized to issue 20,000,000 shares of common stock, \$.001 par value and 5,000,000 shares of preferred stock, \$.01 par value.

The preferred stock may be issued from time to time in series, with such designations, preferences, conversion rights, cumulative, relative, participating, optional or other rights, qualifications, limitations or restrictions thereof as shall be stated and expressed in the resolution or resolutions providing for the issuance of such preferred stock, adopted by the Board of Directors pursuant to the authority granted in these Articles.

- FIFTH: The street address of the initial registered office of the Corporation is: 1876 North University Drive, Suite #200-F, Plantation, Florida 33322 and the name of the registered agent of the Corporation is: HBL First Partners, Inc. Also principle office address.
- SIXTH: The Corporation shall have one director initially and the number of directors may be increased or diminished from time to time as provided in the By-Laws but shall never be less than one. The name and address of the initial director of the Corporation is: A. I. Schweitzer, 1876 North University Drive, Suite #200-F, Plantation, Florida 33345-1178.
- SEVENTH: The name and address of the incorporator of the Corporation is: A. I. Schweitzer, HBL First Partners, Inc., 1876 North University Drive, Suite #200-F, Plantation, Florida 33322.

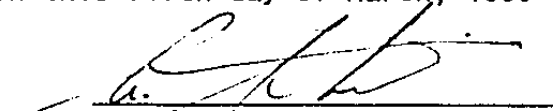
EIGHTH: The Corporation shall indemnify, or advance expenses to, to the fullest extent authorized or permitted by the Florida General Corporation Act, any person made or threatened to be made, a party to any action, suit or proceeding by reason of the fact that he (i) is or was a director of the Corporation; (ii) is or was serving at the request of the Corporation as a director of another corporation; (iii) is or was an officer of the Corporation, provided that he is or was at the time a director of the Corporation; or (iv) is or was serving at the request of the Corporation as an officer of another corporation, provided that he is or was at the time a director of the Corporation or a director of such other corporation, serving at the request of the Corporation. Unless otherwise expressly prohibited by the Florida General Corporation Act, and except as otherwise provided in the foregoing sentence, the Board of Directors of the Corporation shall have the sole and exclusive discretion, on such terms and conditions as it shall determine, to indemnify, or advance expenses to any person made, or threatened to be made, a party to any action, suit, or proceeding by reason of the fact that he is or was an officer, employee or agent of the Corporation or is or was serving at the request of the Corporation as an officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise. No person falling within the purview of the foregoing sentence may apply for indemnification or advancement of expenses to any court of competent jurisdiction.

NINTH: The Corporation expressly elects not to be governed by Section 607.108 of the Florida General Corporation Act as amended from time to time, relating to affiliated transactions.

TENTH: The Corporation expressly elects not to be governed by Section 607.109 of the Florida General Corporation Act as amended from time to time, relating to control share acquisitions.

ELEVENTH: The corporate existence of the Corporation shall commence March 5, 1996.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this fifth day of March, 1996


A. Y. Schweitzer, Incorporator

STATE OF FLORIDA)
) ss:
COUNTY OF BROWARD)

BEFORE ME, a notary public authorized to take acknowledgments in the State and County set above, personally appeared A. I. Schweitzer, 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 those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand affixed my official seal, in the State and County aforesaid, this 5 day of March, 1996.

L. van Houten

Notary Public, State of Florida
at Large

My Commission Expires: 6/7/97



My Comm Exp. 6/09/97
Bonded By Service Ins
No. CC293515

Fe License #: 532600754444-0

**ACCEPTANCE OF APPOINTMENT
OF
REGISTERED AGENT**

FILED

96 MAR 11 AM 11:19

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I hereby accept the appointment as registered agent contained in the foregoing Articles of Incorporation and state that I am familiar with and accept the obligations of Section 607.325 of the Florida Statutes.

HBL First Partners, Inc.

By: 

A. I. Schweitzer, President

P96000022971

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Melbourne, Australia
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Warehouses and Showroom: Baltimore Free Port, 2500-A Broening Highway, Baltimore, Maryland 21224

July 30, 1996

100001913541
-08/06/96--01063--019
*****35.00 *****35.00

Division of Corporations
Florida Department of State
P.O. Box 6327
Tallahassee, Florida 32314

RE: Corporation Document No. P96000022971
AMENDMENT TO THE ARTICLES OF INCORPORATION

To Whom It May Concern:

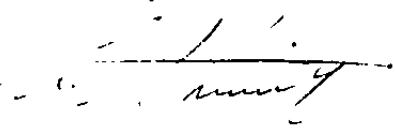
Enclosed here please find the Articles of Amendment to the Articles of Incorporation and a check in the amount of \$35.

Please acknowledge the filing of this document to our Florida offices at the address listed below:

Shepherds Bottling Company, Inc.
P.O. Box 451178
Plantation, Florida 33345-1178

Thank you for your assistance with this matter.

Best regards,
HBL Futurity & Associates, Inc.


A. I. Schweitzer
C. E. O.

N/C
VS AUG 13 1996

International Offices at Plantation, Florida

APPROVED
AND
FILED
96 AUG -5 PM 5:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVED
AND
FILED

06 AUG -5 PM 5:52

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF AMENDMENT
To
ARTICLES OF INCORPORATION
Of
HBL FUTURITY & ASSOCIATES, INC.**

*Pursuant to the provisions of section 607.1006, Florida Statutes,
this Florida profit corporation adopts the following article of
amendment to its articles of incorporation:*

FIRST: Amendment adopted:

First article of incorporation is changed to the
following new name of the corporation:

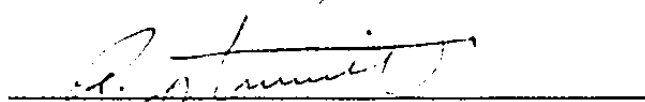
Shepherds Bottling Company, Inc.

SECOND: NONE

THIRD: The date of adoption of the Amendment is July 30, 1996.

FOURTH: The Amendment was adopted by the incorporator without
shareholder action and shareholder actions was not
required.

Signature



Name A. I. Schweitzer

Title Incorporator