

CAREY, O'MALLEY, WHITAKER & MANSON, P.A.

ATTORNEYS AT LAW

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MICHAEL H. CAREY
DONALD P. MANSON
RANDY P. WELLS
ANDREW M. MANSON
K. R. MANSON
RANDY P. WELLS

RECEIVED
CORPORATE RECORDS
DIVISION OF STATE
APR 2 1976
11:30 AM

P96000030347

Feb 29, 1976

TELEPHONE: (813) 221-0210
FACSIMILE: (813) 221-1430

Corporate Records Bureau
Division of Corporations
Department of State
Post Office Box 6327
Tallahassee, Florida 32314

500001715425
-04/02/06--01075--002
***122.50 ***122.50

Re: H P II, Inc.

To Whom It May Concern:

Enclosed are two originals of Articles of Incorporation for the above-named corporation. Please file one original and certify and return one original to me. A self-addressed envelope is included for your convenience.

Also enclosed is our firm check in the amount of \$122.50, to cover the following costs:

1. Filing fee	\$35.00
2. Designation of Registered Agent	\$35.00
3. Certified copy of Charter	<u>\$52.50</u>
Total	\$122.50

Thank you. If you have any questions, please give me a call.

Sincerely,

CAREY, O'MALLEY, WHITAKER & MANSON, P.A.

Nancy Barnes, Paralegal

NRB/trn
Enclosures

cc: H P II, Inc.

ARTICLES OF INCORPORATION
OF
H P II, INC.

RECEIVED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
APR - 1 PM 2:49

The undersigned hereby organizes a corporation for profit under the provisions of the Florida Business Corporation Act, and pursuant to the following Articles of Incorporation.

ARTICLE 1

Name

The name of this corporation is: H P II, Inc.

ARTICLE 2

Mailing Address

The mailing address of this corporation is Post Office Box 9902, McLean, Virginia 22102.

ARTICLE 3

Shares

This corporation is authorized to issue Seven Thousand Five Hundred (7,500) shares of One Dollar (\$1.00) par value common stock.

ARTICLE 4

Initial Registered Office and Agent

The street address of the initial registered office of this corporation is 100 South Ashley Drive, Suite 1190, Tampa, Florida 33602, and the name of the initial registered agent of this corporation at that address is Andrew M. O'Malley.

ARTICLE 5

Incorporator

The name and address of the person signing these Articles is:

Daniel Schreiber
Post Office Box 9902
McLean, Virginia 22102

ARTICLE 6

Initial Board of Directors

This corporation shall have two (2) directors initially. The number of directors may be either increased or diminished from time to time by the Bylaws, but shall never be less than one (1). The name and address of the initial director of this corporation are:

Daniel Schreiber
Post Office Box 9902
McLean, Virginia 22102

David Schreiber
5000 Fifth Avenue, #110
Pittsburgh, PA 15232

The method of election of directors will be as stated in the Bylaws.

ARTICLE 7

Indemnification

The corporation may enter into indemnification agreements and adopt Bylaw provisions for indemnification of any officer or director, or any former officer or director, or may provide, at the corporation's election, for indemnification of any officer or director, or any former officer or director, without agreement or Bylaw provisions to the full extent permitted by law. The corporation shall not be subject to court-ordered indemnification pursuant to Section 607.0850(9), Florida Statutes.

IN WITNESS WHEREOF, the undersigned has executed these
Articles of Incorporation, this 25th day of March, 1996.



Daniel Schreiber

STATE OF VIRGINIA)

COUNTY OF Stafford)

SS.

The foregoing instrument was acknowledged before me this 25th day of March, 1996 by Daniel Schreiber who is personally known to me or who has produced VA Driver Lic. as identification.


Eva M. Seigert
Name typed/printed

Notary Public, State of Virginia
Commission No: _____

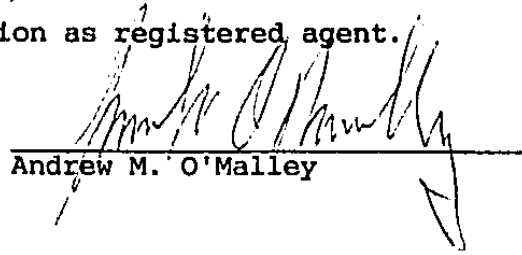
My Notary Commission Seal:

Commission expires April 30, 1999.

I was commissioned a Notary Public as

EVA M. MITCHELL

Having been named as registered agent to accept service of process for the above-stated corporation at the place designated in this certificate, I hereby accept the appointment of 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.


Andrew M. O'Malley