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LAW OFFICES  
OF  
**RONALD R. FRIEDMAN, P.A.**  
240 W. PALMETTO PARK ROAD, SUITE 300  
BOCA RATON, FL 33432

•RONALD R. FRIEDMAN, J.D., LL.M.  
(MEMBER OF FLORIDA AND NEW JERSEY BARS)

TELEPHONE (407) 347-1700  
FAX (407) 750-3236

April 16, 1996

Secretary of State  
Bureau of Corporate Records  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

600001785516  
-04/18/96--01054--004  
\*\*\*122.50 \*\*\*122.50

Re: HANG'EM HIGH, INC.  
Articles of Incorporation

Dear Sir\Madam:

Enclosed for filing please find executed original and duplicate original of the Articles of Incorporation of the above referenced corporation, together with a check in the amount of \$122.50 representing the filing fee and the cost of a certified copy.

Kindly file said Articles of Incorporation and return a certified copy of same to this office upon completion of the filing process.

Should there be any questions, please do not hesitate to let us know. Thank you.

Very truly yours,

*Ronald R. Friedman*

Ronald R. Friedman  
Enc./ssr

FILED  
96 APR 18 AM 9 43  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

SAB  
4/22/96

ARTICLES OF INCORPORATION  
OF  
HANG'EM HIGH, INC.

FILED  
96 APR 18 AM 9:43  
CLERK OF DISTRICT COURT  
STATE  
FLORIDA

THE UNDERSIGNED, acting as sole incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation:

ARTICLE I

The name of the corporation shall be: HANG'EM HIGH, INC. The address and mailing address of the corporation's principal office shall be:

20830 N.W. Miami Court  
Miami, Florida 33169

ARTICLE II

The period of its duration is perpetual.

ARTICLE III

The purpose is to engage in any activities or business permitted under the laws of the United States and of Florida.

ARTICLE IV

The corporation shall have the authority to issue 1000 shares of common stock, all of one class, at One Dollar (\$1.00) par value.

ARTICLE V

The address of its initial registered office of the corporation is 240 W. Palmetto Park Rd., Suite 300, Boca Raton, Florida 33432 and the name of its registered agent is Jeffrey A. Bolton.

ARTICLE VI

The number of directors constituting its initial Board of Directors is one (1), whose name and address are: Jose Melamed, 20830 N.W. Miami Court, Miami, FL 33169.

ARTICLE VII

The name and address of the incorporator are: Jose Melamed, 20830 N.W. Miami Court, Miami, FL 33169.

ARTICLE VIII

Preemptive rights shall be as follows:

The shareholders shall have the preemptive rights to purchase, at prices, terms and conditions that shall be fixed by the Board of Directors, such shares of stock as may be issued from time to time, in addition to that stock authorized and issued by the Corporation. The preemptive right of any holder is determined by the ratio of the authorized and issued shares of common stock held by the holder of common stock currently authorized and issued.


ARTICLE IX

Unless otherwise provided in this Corporation's By-Laws, no shares of the capital stock of this Corporation may be transferred without the prior approval of the Corporation's Board of Directors.

ARTICLE X

The Corporation shall indemnify its officers, directors and authorized agents for all liabilities incurred directly, indirectly or incidentally to services performed for the Corporation, to the fullest extent permitted under Florida law existing now or hereafter enacted.

IN WITNESS WHEREOF, I have subscribed my name this 15 day of April, 1996.

  
JOSE MELAMED

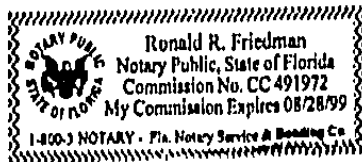
STATE OF FLORIDA

: 58

COUNTY OF PALM BEACH

BEFORE ME, the undersigned authority, personally appeared JOSE MELAMED, who is personally known to me or who produced                      as identification and who did not take an oath, and he freely and voluntarily acknowledged before me according to law that he made and subscribed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and seal in the county and state aforesaid, this 15<sup>th</sup> day of April, 1996.



Ronald R. Friedman  
Notary Public of the State of Florida  
My Commission Expires:

ACKNOWLEDGMENT

Having been named to accept service of process for this corporation, at the place designated in Article V, I hereby accept to act in this capacity and agree to comply with the provisions of the Florida General Corporation Act relative to keeping open said office.

Jeffrey A. Bolton  
Jeffrey A. Bolton

FILED  
96 APR 18 AM 9:43  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA