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STATE OF FLORIDA
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CONTACT: RAY STORMONT
PHONE: (305) 541-3694
FAX: (305) 541-3770
(((H96000005880)))
DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.
NAME: HEATLAND POINT, CORP.
FAX AUDIT NUMBER: H96000005880
DATE REQUESTED: 04/25/1996
CERTIFIED COPIES: 1
NUMBER OF PAGES: 5
ESTIMATED CHARGE: \$122.60
CURRENT STATUS: REQUESTED
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TALLAHASSEE, FLORIDA

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SECTION OF OFFICE

96 APR 25 PM 4:34

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P.23

APR-25-1996 15:45

B & L Business Legal, Inc.
141 NE 3rd Ave. #206
Miami, FL 33132
(305) 373-6211
Elyane Bechtlinger

PREPARED BY:
B & L BUSINESS LEGAL, INC.
141 N. E. 3rd AVE. STE 206
MIAMI, FL. 33132 (305) 373-6211

ARTICLES OF INCORPORATION

ARTICLE I -- NAME

THE NAME OF THIS CORPORATION IS:

HEARTLAND POINT, CORP.

WITH THE PRINCIPAL PLACE OF BUSINESS LOCATED AT:

**141 NORTH EAST 3rd AVENUE SUITE 206
MIAMI, FLORIDA 33132**

ARTICLE II -- PURPOSE

THIS CORPORATION SHALL HAVE THE PERPETUAL EXISTENCE AND MAY ENGAGE IN ANY AND ALL LAWFUL BUSINESS UNDER THE LAWS OF THE UNITED STATES AND THE STATE OF FLORIDA.

ARTICLE III -- CAPITAL STOCK

THIS CORPORATION IS AUTHORIZED TO ISSUE 1,000 SHARES OF ONE DOLLAR (\$ 1.00) PAR VALUE COMMON STOCK.

ARTICLE IV -- PREEMPTIVE RIGHTS

EVERY SHAREHOLDER, UPON THE SALE FOR CASH OR ANY NEW COMMON STOCK OF THIS CORPORATION, SHALL HAVE THE RIGHT TO PURCHASE THEIR PRO RATA SHARE (AS NEARLY AS MAY BE DONE WITHOUT ISSUANCE OF FRACTIONAL SHARES) AT THE PRICE AT WHICH IT IS OFFERED TO OTHERS.

ARTICLE V -- INITIAL REGISTERED OFFICE

THE STREET ADDRESS OF THE REGISTERED OFFICE OF THIS CORPORATION IS:

**141 NORTH EAST 3rd AVENUE SUITE 206
MIAMI, FLORIDA 33132**

THE NAME OF THE INITIAL REGISTERED AGENT OF THIS CORPORATION IS:
B & L BUSINESS LEGAL, INC.

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TALLAHASSEE, FLORIDA

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ARTICLE VI -- INITIAL BOARD OF DIRECTORS

THIS CORPORATION SHALL HAVE 1 DIRECTOR(S) INITIALLY. THE NUMBER OF DIRECTORS MAY BE EITHER INCREASED OR DIMINISHED FROM TIME TO TIME THE BY-LAWS, BUT SHALL NEVER BE LESS THAN ONE (1). THE INITIAL DIRECTOR(S) OF THIS CORPORATION IS/ARE:

**JOSE MARIA LOPES
DIRECTOR**

ARTICLE VII -- INCORPORATOR

THE NAME AND ADDRESS OF THE PERSON SIGNING THIS ARTICLE IS:

**B & L BUSINESS LEGAL, INC.
141 NORTH EAST 3rd AVENUE SUITE No. 206
MIAMI, FLORIDA 33132**

ARTICLE VIII -- INDEMNIFICATION

THE CORPORATION SHALL INDEMNIFY ANY OFFICER OR DIRECTOR, OR ANY FORMER OFFICER OR DIRECTOR TO THE FULL EXTENT PERMITTED BY LAW.

ARTICLE IX -- MANAGEMENT OF CORPORATION SHAREHOLDERS

ALL CORPORATE POWERS SHALL BE EXERCISED BY OR UNDER THE AUTHORITY OF, AND THE BUSINESS AND AFFAIRS OF THIS CORPORATION SHALL BE MANAGED UNDER THE DIRECTION OF, SHAREHOLDERS OF THIS CORPORATION.

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ARTICLE X -- BY LAWS

THE POWER TO ADOPT, AFTER, AMEND OR REPEAL BY-LAWS SHALL BE VESTED IN THE BOARD OF DIRECTORS AND THE SHAREHOLDER.

IN WITNESS WHEREOF, THE UNDERSIGNED INCORPORATOR HAS EXECUTED THESE ARTICLES OF INCORPORATION THIS 2ND DAY OF APRIL OF 1996.



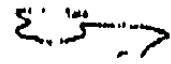
1196000003820

STATE OF FLORIDA)
COUNTY OF DADK)

BEFORE ME, A NOTARY PUBLIC AUTHORIZED TO TAKE ACKNOWLEDGMENTS IN STATE AND COUNTY SET FORTH ABOVE, PERSONALLY APPEARED B & J BUSINESS LEGAL, INC., KNOWN TO ME TO BE THE PERSON WHO EXECUTED THE FORTY-ONE ARTICLES OF INCORPORATION, AND HE ACKNOWLEDGED BEFORE ME THAT HE EXECUTED SAME.

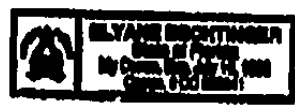
IN WITNESS WHEREOF, I HAVE HEREUNDER SET MY HAND AND AFFIXED MY OFFICIAL SEAL,

IN THE STATE AND COUNTY AFORESAID THIS 25th DAY OF APRIL, 1996.



NOTARY PUBLIC
STATE OF FLORIDA AT LARGE

My commission expires:



1196000003860

44-38861-1000

H96-002025860

ACKNOWLEDGMENT:

Signature Agent

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96 APR 25 PM 5:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

P970000 36237



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

June 2, 1997

DOMINGO ALONSO
250 VALENCIA AVENUE
CORAL GABLES, FL 33134

SUBJECT: HLP INTERNATIONAL CORP.
Ref. Number: P97000036237

This will acknowledge receipt of your correspondence which is being returned for the following reason(s):

The fee to file articles of amendment is \$35. For each certified copy requested, please add an additional \$52.50.

If you have any questions concerning the filing of your document, please call (904) 487-6916.

Carol Mustain
Corporate Specialist

Letter Number: 797A00029739

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TALLAHASSEE, FLORIDA

Amend
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97 JUN 11 AM 9:52

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Requestor's Name

OFFICE OF DOMINGO ALONSO

CERTIFIED PUBLIC ACCOUNTANT

250 Valencia Avenue
Coral Gables, FL 33134

Office Use Only

COI

ER(S), (if known):

1. _____
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
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(Corporation Name) (Document #)
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(Corporation Name) (Document #)

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| <input type="checkbox"/> | Limited Liability |
| <input type="checkbox"/> | Domestication |
| <input type="checkbox"/> | Other |

| AMENDMENTS | |
|--------------------------|----------------------------------------|
| <input type="checkbox"/> | Amendment |
| <input type="checkbox"/> | Resignation of R.A., Officer/ Director |
| <input type="checkbox"/> | Change of Registered Agent |
| <input type="checkbox"/> | Dissolution/Withdrawal |
| <input type="checkbox"/> | Merger |

| OTHER FILINGS | |
|--------------------------|------------------|
| <input type="checkbox"/> | Annual Report |
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| REGISTRATION/ QUALIFICATION | |
|-----------------------------|---------------------|
| <input type="checkbox"/> | Foreign |
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99700603623

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
HLP INTERNATIONAL CORP.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE II - Principal office is amended to read as follows:


The principal place of business and mailing address of this corporation shall be:

1700 Delaware Parkway Suite 32
Miami, FL 33125

The amendment adoption is May 20th, 1997.

The amendment was adopted by the Board of Directors without shareholder action and shareholder action was not required.

Signed this day 20 of May, 1997.

Signature 
Candido Juraci
President and Director

STATE OF FLORIDA)
)
COUNTY OF DADE)

BEFORE ME, the undersigned authority, personally appeared Mr. Candido Juraci to me known to be the person above described and who executed the above and foregoing agreement freely and voluntarily and that the statements therein contained are true and correct and are submitted for the purposes therein expressed.

SWORN TO AND SUBSCRIBED before me this 20 day of May, 1997.



Notary Public, State of Florida

My Commission expires



PILAR P. ALONSO
My Commission 00342388
Expires Jan. 20, 1998