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LAW OFFICE
JEFFER, CIOFFI & RICE, P.A.
TEQUESTA CORPORATE CENTER - SUITE 200
260 TEQUESTA DRIVE

Herman Jaffer
James A. Cioffi, P.A.
Patrick A. Rice, P.A.
Patrick Cicalese

P.O. BOX 3010
TEQUESTA, FLORIDA 33400
TELEPHONE (407) 747-0000
FAX (407) 570-0107

EFFECTIVE DATE
5/8/96

(V. Conrad)
Jaffer, Hopkinson,
Vogel, & Poller
NEW JERSEY OFFICE
1000, ROUTE 208
P.O. BOX 507
HAWTHORNE, N.J. 07607
(201) 423-0100
NEW YORK OFFICE
150 BROADWAY, SUITE 2200
NEW YORK, N.Y. 10038
(212) 400-7200

May 8, 1996

Attorneys' Title Insurance Fund
Att: Order Department
660 East Jefferson Street, Suite 200
Tallahassee, FL 32301

Return to
P.U.

Re: Hill Distribution Inc.

Dear Sir or Madam;

Enclosed please find the original and one copy of the Articles of Incorporation for Hill Distribution Inc. along with a check in the amount of \$122.50 payable to the Secretary of State.

Kindly file the Articles and return a copy to us. Please call me with the charter number when you receive it.

Thank you.

Sincerely,

James A. Cioffi
For The Firm

JAC:jc
Encl.

DIVISION OF CORPORATION

96 MAY -9 AM 9:31

RECEIVED

843
5/9/96

EFFECTIVE DATE
5/8/76

ARTICLES OF INCORPORATION

OF

HILL DISTRIBUTION INC.

The undersigned Incorporator(s), competent to contract, and where required, duly licensed to render the services mentioned in Article II - Purpose, hereby organize and incorporate a business for profit under the laws of the State of Florida.

Article I - Name

The name of the Corporation shall be HILL DISTRIBUTION INC.

Article II - Purpose

The Corporation is formed to engage in and conduct any activity or business permitted under the laws of the United States and of this State.

Article III - Capital Stock

The maximum number of shares of stock that this Corporation is authorized to have outstanding at any one time is 7,500 shares of common stock having a nominal or par value of \$1.00 per share. All of said stock shall be issued as fully paid and non-assessable.

The Corporation may restrict the transfer of the shares of its capital stock by any provisions duly recited or referred to on the certificates affected thereby.

Except as may otherwise be provided by the Board of Directors, no holder of any shares of the stock of the Corporation shall have any pre-emptive rights to purchase, subscribe for, or otherwise acquire any shares of stock of the Corporation, or any securities exchangeable for or convertible into such shares, or any warrants or other instruments evidencing rights or options to subscribe for, purchase, or otherwise acquire such shares.

The Corporation shall have the power to create and issue rights, warrants, or options entitling the holders thereof to purchase from the Corporation any shares of its capital stock, upon such terms and conditions and at such times and prices as the Board of Directors may provide, which terms and conditions shall be incorporated in an instrument or instruments evidencing such rights.

In the absence of fraud, the judgment of the Directors as to the adequacy of consideration for the issuance of such rights or options and the sufficiency thereof shall be conclusive.

Article IV - Initial Capital

The Corporation will commence business with not less than \$500.00 of its capital stock fully paid in and issued.

Article V - Terms of Existence

This Corporation shall have perpetual existence unless sooner dissolved according to law. Provided other requirements of the law are satisfied, corporate existence shall begin at the time of acknowledgment of these Articles or upon the date of receipt by the Secretary of State if not received by said office within five days of said acknowledgment.

Article VI - Address

The principal office of the Corporation shall be 8709 Damascus Drive, Palm Beach Gardens, Fl 33418. The Board of Directors, may, from time to time, move the principal office to any other address in the State of Florida, or establish such branch offices as may be deemed desirable.

Article VII - Director(s)

The Corporation shall have not less than one (1) nor more than nine (9) Directors. The number of Directors shall be determined by the Stockholders at their annual meeting.

Article VIII - Initial Director(s)

The following are the name(s) and address(es) of the first Board of Directors who shall hold office until their successor(s) is/are elected:

Brett P. Hill

8709 Damascus Drive
Palm Beach Gardens, Fl 33418

Article IX - Incorporator(s)

The following name(s) and address(es) of the Incorporator(s) is/are as follows:

JAMES A. CIOFFI

250 TEQUESTA DRIVE, #200
TEQUESTA, FLORIDA 33469

Article X - Initial Registered Office and Agent

The street address of the initial registered office of the Corporation is 250 Tequesta Drive, Suite 200, Tequesta, Florida 33469 and the name of the initial registered agent of this Corporation at that address is James A. Cioffi.

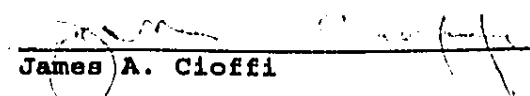
Article XI - Amendment

The Corporation reserves the right to amend, alter, change, or repeal any provision contained in these Articles in the manner now or hereafter prescribed by law and all rights conferred on Stockholders herein are granted subject to this reservation.

Article XII - Powers

This Corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act.

IN WITNESS WHEREOF, I/we, the undersigned Incorporator(s), have hereunto set my/our hand(s) and seal(s) this 8 day of May, 1996, for the purpose of forming this Corporation under the laws of the State of Florida and I/we hereby make and cause to be filed in the Office of the Secretary of State of the State of Florida, these Articles of Incorporation and certify that the facts herein stated are true.


James A. Cioffi

STATE OF FLORIDA)
COUNTY OF PALM BEACH)

BEFORE ME, the undersigned authority, personally appeared James A. Cioffi, who is well known to be the person(s) described in and who executed the foregoing instrument and he acknowledged before me that he executed the same for the purposes therein expressed.

WITNESS my hand and official seal this 8 day of May, 1996.


NOTARY PUBLIC

My Commission Expires:

(N.P. SEAL)



DOLORES K WHEELER
My Commission CC322735
Expires Nov. 11, 1997
Bonded by ANB
800-852-5878

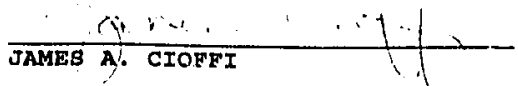
Certificate Designating Place of Business or
Domicile for the Service of Process within this State,
Naming Agent upon Whom Process May Be Served

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

That HILL DISTRIBUTION INC. desires to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation in the City of Palm Beach Gardens, County of Palm Beach, State of Florida, and has named James A. Cioffi, at 250 Tequesta Drive, Suite 200, Tequesta, Florida 33469 as its agent to accept service of process within this State.

Acknowledgment by Designated Agent

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


JAMES A. CIOFFI

JAMES A. CIOFFI