

7/16/96

FLORIDA DIVISION OF CORPORATIONS

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STATE OF FLORIDA

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FOR EASY GAINES STREET

MIAMI FL 33136

TALLAHASSEE, FL 32300

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DOCUMENT TYPE:

FLORIDA PROFIT CORPORATION OR P.A.

NAME: HDA MARKETING, INC.

FAX AUDIT NUMBER: H9600000820

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96 JUL 16 AM 11:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Handwritten signature and date 7/16

96 JUL 16 AM 7:45
DIVISION OF CORPORATIONS

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EMPIRE CORPORATE KIT

P.12/22

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95 JUN 15 AM 11:33

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF

HDA MARKETING, INC.

ARTICLE I - NAME

The name of this Corporation is HDA Marketing, Inc.

ARTICLE II - DURATION

This Corporation shall have a perpetual existence commencing on the Date of Filing.

ARTICLE III - PURPOSE

This Corporation may engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV - CAPITAL STOCK

This Corporation is authorized to issue 1,000 shares of One Dollar (\$1.00) par value common stock, which shall be designated "Common Shares."

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The name of the initial registered agent of this Corporation is Humberto Diaz-Arguelles, and the street address of the initial registered office of this Corporation is 155 Sunrise Drive, Apt 4C, Key Biscayne, Florida 33149.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This Corporation shall have one (1) Director initially. The number of Directors may be increased or decreased from time to time by the By-Laws, but shall never be less than one (1). The name(s) and address(es) of the initial Directors are:

NAMES:

ADDRESSES:

Humberto Diaz-Arguelles

155 Sunrise Drive
Apt 4C
Key Biscayne, Florida 33149

ARTICLE VII - LAWS

The By-Laws of this Corporation may be adopted, altered, amended or repealed by either the Stockholder(s) or Director(s).

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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 - PREEMPTIVE RIGHTS

Every Stockholder, upon the sale for cash of any new stock of this Corporation of the same kind, class or series as that which he/she already holds, shall have the right to purchase his/her prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

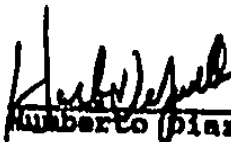
ARTICLE X - INCORPORATOR

The person signing these articles is Humberto Diaz-Arguelles.

ARTICLE XI - AMENDMENT

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, in accordance with the provisions of the Florida General Corporation Act.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation, this 15th day of July, 1996.



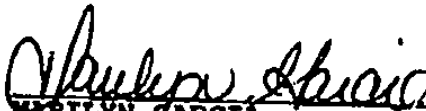
Humberto Diaz-Arguelles

STATE OF FLORIDA)

COUNTY OF DADE) ss.

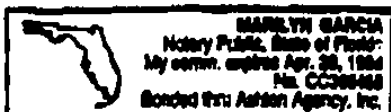
Before me, a Notary Public authorized in the State and County set forth above, personally appeared Humberto Diaz-Arguelles, known to me and known by me to be the person(s), who, as Incorporator(s), executed the foregoing Articles of Incorporation of HDA Marketing, Inc., and acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 15th day of July, 1996.



MYRLYN GARCIA
NOTARY PUBLIC

My commission expires on:



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**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR
THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED - ACCEPTANCE BY REGISTERED AGENT**

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

First, that HDA Marketing, Inc., a Corporation, desiring to
organize under the laws of the State of Florida with its principal
office, as indicated in the Articles of Incorporation at the City
of Miami, County of Dade, State of Florida, has named Humberto
Diaz-Arguelles, located at 155 Sunrise Drive, Apt 4C, Key Biscayne,
Florida, 33149, as its agent to accept service of process within
this State.

Second, having been named to accept service of process for the
above stated Corporation, at the place designated in this
Certificate, the undersigned hereby agrees to act in this capacity,
and further agrees to comply with the provisions of said Act
relative to keeping open said office and of all statutes relative
to the proper and complete discharge of his duties, i.e., Section
607.328 F.S.

Dated this 15th day of July, 1996.


Humberto Diaz-Arguelles

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96 JUL 16 AM 11:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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