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TELEPHONE (305) 861-8000
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July 23, 1996

Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

7/23/96 1:50 PM
07/26/96--01067--012
***122.50 ***122.50

RE: H. O. NORTH, INC.
Our file #PAR-7333

Dear Sir:

Enclosed please find two copies of Articles of Incorporation and Registered Agent's Certificate for a new Florida corporation now being formed -- H. O. NORTH, INC.

Also enclosed please find our check in the amount of \$122.50. This check includes payment for the following:

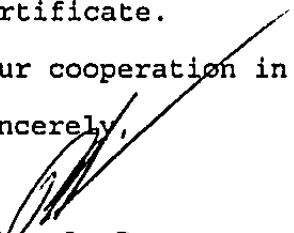
Filing Fee	\$35.00
Registered Agent's Designation	52.50
Certified Copy of Articles	<u>35.00</u>
TOTAL	\$ 122.50

FILED
JUL 25 AM 9:35
TALLAHASSEE, FLORIDA

Please send the certified copy of Articles, along with the duplicate Registered Agent's Certificate, back to the undersigned. We are not requesting a certified copy of the Registered Agent's Certificate.

Your cooperation in this matter is appreciated.

Sincerely,


Peter A. Rose

PAR:sme

7/29/96
JD

PAR-7440

**ARTICLES OF INCORPORATION
OF
H. O. NORTH, INC.**

The undersigned, acting as Incorporator of a corporation under the Florida General Corporation Act, adopt the following Articles of Incorporation for such corporation.

ARTICLE I. NAME

The name of the corporation shall be H. O. NORTH, INC.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

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 par value of \$1.00 per share.

ARTICLE IV. ADDRESS

The street address of its initial principle office is 805 West Oakland Park Blvd., #E1, Ft. Lauderdale, Florida, 33311, and the name of its initial registered agent at said address is PETER A. ROSE, Esquire.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. PREEMPTIVE RIGHTS

The holders of the common stock of this corporation shall have preemptive rights to purchase, at prices, terms and conditions that shall be fixed by the Board of Directors, such as the shares of stock of this corporation as may be issued for money (money, or any property or services) from time to time, in addition to that stock authorized (authorized and issued) by the corporation. The preemptive right of any holder is determined by the ratio of the authorized (authorized and issued) shares of common stock held by the holder of all shares of common stock currently authorized (authorized and issued).

ARTICLE VII. DIRECTORS

The Initial Board of Directors shall consist of two members, who need not be residents of the State of Florida or shareholders of the corporation. The names and addresses of the initial members of the Board of Directors are:

Willy B. Hoepker
805 West Oakland Park Blvd., #E1
Ft. Lauderdale, FL 33311

Anita J. Hoepker
805 West Oakland Park Blvd., #E1
Ft. Lauderdale, FL 33311

ARTICLE VIII. OFFICERS

The names and addresses of the initial officers of the corporation who shall hold office for the first year of the corporation, or until their successors are elected or appointed are:

Willy B. Hoepker
805 West Oakland Park Blvd., #E1
Ft. Lauderdale, FL 33311

Anita J. Hoepker
805 West Oakland Park Blvd., #E1
Ft. Lauderdale, FL 33311

ARTICLE IX. CUMULATIVE VOTING

The shareholders of this corporation shall be allowed to vote their shares cumulatively so as to give one candidate as many votes as the number of directors to be elected multiplied by the number of his shares, to distribute them among as many candidates as he may wish. Notice must be given by any shareholder to the President or a Vice President of said corporation not less than 24 hours prior to the time set for the holding of a shareholders meeting for the election of directors that said shareholder intends to cumulate his vote at said election.

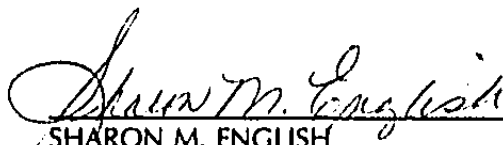
ARTICLE X. INCORPORATOR

The name and address of the person signing these Articles is SHARON M. ENGLISH.

ARTICLE XI. CONSENT

Unanimous consent of the stockholders of the corporation shall be required for any shareholder action.

IN WITNESS WHEREOF, THE UNDERSIGNED has made and subscribed of these Articles of Incorporation at Fort Lauderdale, Florida, on the 23rd day of July, 1996.


SHARON M. ENGLISH
Incorporator

STATE OF FLORIDA

COUNTY OF BROWARD

BEFORE ME, the undersigned authority, personally appeared SHARON M. ENGLISH, who is to me well known to be the person described in and who subscribed the above Articles of Incorporation, and she did freely and voluntarily acknowledge before me according to law that she made and subscribed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS THEREOF, I have hereunto set my hand and my official seal, at Fort Lauderdale, in said County and State this 23rd day of July, 1996.




Notary Public, State of Florida

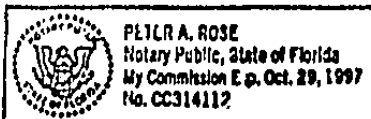
My commission expires:

ACKNOWLEDGMENT

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.



PETER A. ROSE,
Registered Agent



FILED
JUL 25 PM 9:30
CLERK OF DISTRICT COURT
JUL 25 1996