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July 23, 1996

SECRETARY OF STATE
DIVISION OF CORPORATIONS
409 East Gaines St.
Tallahassee, Florida 32399

300001906383
-07/29/96--01004--008
****122.50 ****122.50

RE: HESCO CAPITAL GROUP, INC.

Dear Sir:

Enclosed please find the following pertaining to the above corporation:

1. Original and one copy of Articles of Incorporation.
2. Resident Agent Form.
3. My trust account check, made payable to you, in the sum of \$122.50.

Kindly forward the Certificate of Incorporation back to my office at your earliest convenience.

Thank you.

Yours truly,

GARY R. MARLIN

GRM:tm

Encls.

JUL 30 1996

BSB

FILED
96 JUL 26 AM 9:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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96 JUL 26 AM 9:47

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
HESCO CAPITAL GROUP, INC.**

ARTICLE I

NAME

The name of this corporation is:

HESCO CAPITAL GROUP, INC.

ARTICLE II

DURATION

This corporation shall exist perpetually.

ARTICLE III

PURPOSE

This corporation is organized for the following
purposes: To transact any and all lawful business.

ARTICLE IV

CAPITAL STOCK

The maximum number of shares of stock that this
corporation is authorized to issue is 100,000 shares, no par
value.

All stock when issued shall be fully paid and non-assessable.

The entire capital stock, or any portion thereof, may be paid for in cash, property, labor or services, or a consideration having in the judgment of the Board of Directors of the corporation a value at least equal to the full value of the stock to be issued.

ARTICLE V

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 430 South Dixie Highway, Suite 201, Coral Gables, Florida, 33146, and the name of initial registered agent of this corporation at that address is BOB B. HEYAT.

ARTICLE VI

INITIAL BOARD OF DIRECTORS

This corporation shall have one director initially. The number of directors may be either increased or diminished from time to time by the By-Laws but shall never be less than one.

The name and address of the initial director of this corporation is:

BOB B. HEYAT
430 South Dixie Highway
Suite 201
Coral Gables, Florida 33146

ARTICLE VII

PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office of and the mailing address of this corporation shall be:

BOB B. HEYAT
430 South Dixie Highway
Suite 201
Coral Gables, Florida 33146

ARTICLE VIII

INCORPORATORS

The name and address of the person signing these Articles is:

BOB B. HEYAT
430 South Dixie Highway
Suite 201
Coral Gables, Florida 33146

ARTICLE IX

BY-LAWS

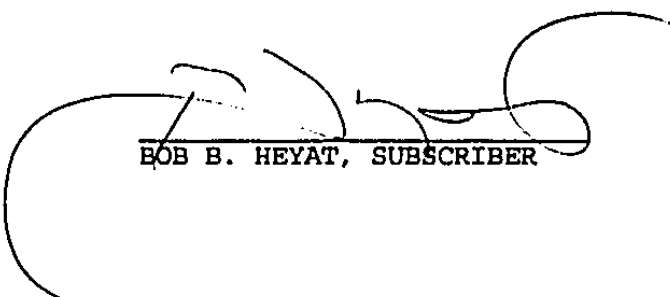
The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and the shareholders.

ARTICLE X

AMENDMENTS

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation in the manner provided for by law.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 23 day of July, 1996.



BOB B. HEYAT, SUBSCRIBER

STATE OF FLORIDA

SS

COUNTY OF DADE

Before me, a Notary Public authorized to take acknowledgments in the State and County set forth above,

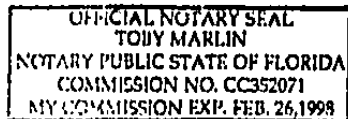
personally appeared BOB B. HEYAT' known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, on this 23 day of July, 1996.



Notary Public, State of Florida

My commission expires:



CERTIFICATE DESIGNATING INITIAL OFFICE OF CORPORATION FOR THE
SERVICE OF PROCESS WITHIN THIS STATE, NAMING INITIAL RESIDENT
AGENT UPON WHOM PROCESS MAY BE SERVED

IN PURSUANCE OF CHAPTER 48.091, FLORIDA STATUTES, THE
FOLLOWING IS SUBMITTED, IN COMPLIANCE WITH SAID ACT:
HESCO CAPITAL GROUP, INC., DESIRING TO ORGANIZE UNDER THE
LAWS OF THE STATE OF FLORIDA, HAS DESIGNATED THE STREET
ADDRESS OF THE INITIAL OFFICE OF THIS CORPORATION AS BEING
430 SOUTH DIXIE HIGHWAY, SUITE 201, CORAL GABLES, FLORIDA,
33146. THE NAME OF THE INITIAL RESIDENT AGENT OF THIS
CORPORATION AT THAT ADDRESS IS: BOB B. HEYAT. HAVING BEEN
NAMED AS INITIAL RESIDENT AGENT FOR THE ABOVE STATED
CORPORATION, AT THE INITIAL OFFICE OF THE CORPORATION
DESIGNATED ABOVE, I HEREBY ACCEPT TO ACT IN THIS CAPACITY,
AND AGREE TO COMPLY WITH THE PROVISIONS OF SAID ACT RELATIVE
TO KEEPING OPEN SAID OFFICE.

BY: _____

BOB B. HEYAT
INITIAL RESIDENT AGENT

96 JUL 26 AM 9:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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