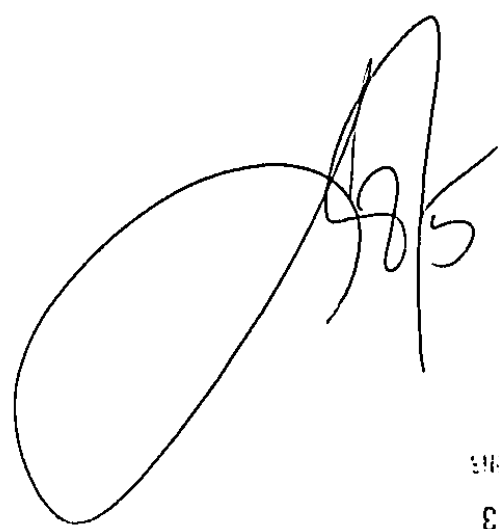


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NAME: HAN MARKETING, INC.
FAX AUDIT NUMBER: H96000010800
DATE REQUESTED: 08/05/1996
CURRENT STATUS: REQUESTED
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H96000010800

**Articles of Incorporation
of
HBN Marketing, Inc.**

Article I. Name

The name of this Florida corporation is:
HBN Marketing, Inc.

Article II. Address

The mailing address of the Corporation is:

HBN Marketing, Inc.
c/o 3211 Ponce De Leon Blvd., Suite 202
Coral Gables FL 33134

Article III. Capital Stock

The Corporation shall have the authority to issue 2,000 shares of common stock, par value \$.01 per share.

Article IV. Registered Agent

The name and address of the registered agent of the Corporation is:

Anibal J. Duarte-Viera
Duarte-Viera & Rodriguez, P.A.
3211 Ponce De Leon Blvd., Suite 202
Coral Gables FL 33134

Article V. Board of Directors

The affairs of the Corporation shall be managed by a Board of Directors consisting of no less than one director. The number of directors may be increased or decreased from time to time in accordance with the Bylaws of the Corporation.

Anibal J. Duarte-Viera FL Bar Member 910392
Duarte-Viera & Rodriguez, P.A.
3211 Ponce De Leon Blvd., Suite 202
Coral Gables FL 33134
305-447-4676 • Fax 305-461-9881

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The election of directors shall be done in accordance with the Bylaws. The directors shall be protected from personal liability to the fullest extent permitted by law. The name of each initial member of the Corporation's Board of Directors is:

Antonio Fragu
Gonzalo Dellini

Article VI. Incorporator

The name and address of the incorporator is:

Anibal J. Duarte-Viera
Duarte-Viera & Rodriguez, P.A.
3211 Ponce De Leon Blvd., Suite 202
Coral Gables FL 33134

Article VII. Corporate Existence

The corporate existence of the Corporation shall begin effective August 5, 1996

The authorized representative of the incorporator executed these Articles of Incorporation on August 5, 1996



ANIBAL J. DUARTE-VIERA
by Luis A. Uriarte as attorney-in-fact

H96000010800

Anibal J. Duarte-Viera FL Bar Member 910392
Duarte-Viera & Rodriguez, P.A.
3211 Ponce De Leon Blvd., Suite 202
Coral Gables FL 33134
305-447-4676 • Fax 305-461-9881

H96000010800

**CERTIFICATE OF DESIGNATION
REGISTERED AGENT AND REGISTERED OFFICE**

**CORPORATION:
HBN Marketing, Inc.**

**REGISTERED AGENT:
Anibal J. Duarte-Viera
Duarte-Viera & Rodriguez, P.A.
3211 Ponce De Leon Blvd., Suite 202
Coral Gables FL 33134**

I agree to act as registered agent to accept service of process for the corporation named above at the place designated in this Certificate. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.



ANIBAL J. DUARTE-VIERA
by Luis A. Uriarte as attorney-in-fact

Date: 8/5/96

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401 OCEAN DR
SUITE 312
MIAMI BEACH FL 33139-0000

FAX: (904) 922-4000

CONTACT: JOHNNY C RODRIGUEZ
PHONE: (305) 672-0686
FAX: (305) 672-9110

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DOCUMENT TYPE: BASIC AMENDMENT

NAME: ~~CORPORATIONS~~ HCN MARKETING, INC.

FAX AUDIT NUMBER: H96000008831

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Articles of Amendment

Article I. Name

The name of this Florida corporation is HBN Marketing, Inc (the "Corporation").

Article II. Amendment

The Articles of Incorporation of the Corporation are amended to correct the spelling in Article V of the name of one of the initial members of the Board of Directors. The name is deleted in its entirety and replaced with the corrected spelling as follows:

Gonzalo Bellini

Article III. Date Amendment Adopted

The amendment set forth in these Articles of Amendment was adopted on September 3, 1996.

Article IV. Shareholder Approval of Amendment

The amendment set forth in these Articles of Amendment was proposed by the Corporation's Board of Directors and approved by the shareholders by a vote sufficient for approval of the amendment.

An authorized representative of the Corporation executed these Articles of Amendment on September 3, 1996.

HBN Marketing, Inc

By: 

Luis A. Uriarte

Its: Assistant Secretary

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