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08/26/96 FLORIDA DIVISION OF CORPORATIONS 1:29 PM
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(((H96000011909))) FLAGLER COUNTY COVER SHEET
TO: DIVISION OF CORPORATIONS FROM: EMPIRE CORPORATE KIT COMPANY
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STATE OF FLORIDA SUITE 200
409 EAST GAINES STREET MIAMI FL 33135- 2-
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(((H96000011909))) DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.
NAME: H.P.S. NATIONWIDE, INC.
FAX AUDIT NUMBER: H96000011909 CURRENT STATUS: REQUESTED
DATE REQUESTED: 08/26/1996 TIME REQUESTED: 13:28:58
CERTIFIED COPIES: 1 CERTIFICATE OF STATUS: 0
NUMBER OF PAGES: 5 METHOD OF DELIVERY: FAX
ESTIMATED CHARGE: \$122.50 ACCOUNT NUMBER: 072450003265

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(305) 751-8934
FON. 0797022
6255 N.W. 7th Ave.
Miami, FL 33150

ARTICLES OF INCORPORATION

OE

H.P.S. NATIONWIDE, INC.

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CLERK OF DISTRICT COURT
FALLS BURGESS, FLORIDA

The undersigned, Incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, Chapter 607 of the Florida Statutes, hereby adopts the following Articles of Incorporation:

ARTICLE I: NAME OF THE CORPORATION

The name of the corporation is H.P.S. NATIONWIDE, INC., hereinafter referred to as the "Corporation".

ARTICLE II: PRINCIPAL OFFICE AND MAILING ADDRESS

The address of the principal office and the mailing address of the Corporation is 243 N.W. 10th Street, Suite 7, MIAMI, FLORIDA 33136.

ARTICLE III: DURATION OF THE CORPORATION

The period of duration of the Corporation shall be perpetual unless dissolved according to law.

ARTICLE IV: PURPOSE OF THE CORPORATION

The purpose for which the Corporation is organized is to engage in any and all lawful business for which corporations may be incorporated under Chapter 607, Florida Statute, as amended.

ARTICLE V: AUTHORIZED SHARES

The Corporation is authorized to issue Five Thousand (5,000) shares of common stock with

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a par value of \$1.00 per share. All stock shall be of one class. The Board of Directors may authorize the issuance of such stock to such person(s) upon such terms and for such consideration as they may deem appropriate. The consideration may consist of any tangible or intangible property or benefit to the Corporation, including cash, promissory notes, services performed, promise to perform services evidenced by a written contract, or other securities of the Corporation.

ARTICLE VI: PREEMPTIVE RIGHTS

The Corporation elects to have preemptive rights. Every shareholder, upon the sale for cash of any new or reissued stock of the Corporation, shall have the right to purchase his pro-rata share thereof at the price at which it is offered to others.

ARTICLE VII: INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The street address of the Corporation's initial registered office 243 N.W. 10th Street, Suite 7, MIAMI, FLORIDA 33136 and the registered agent at that office is ANDERSON CURRY.

ARTICLE VIII: INITIAL BOARD OF DIRECTORS

The Corporation shall have two (2) director constituting the Initial Board of Directors. The number of directors may be increased or decreased from time to time by the bylaws.

The Initial Board of Directors of the Corporation shall be comprised of:

ANDERSON CURRY
243 N.W. 10TH Street
Suite 7
MIAMI, FLORIDA 33136

BEATRICE CURRY
155 N.W. 10TH Street, #2
MIAMI, FLORIDA 33136

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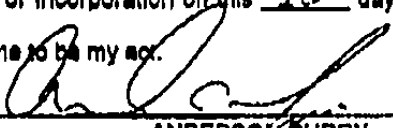
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ARTICLE IX: INCORPORATOR

The incorporator of the Corporation is as follows:

ANDERSON CURRY
243 N.W. 10TH STREET
SUITE 7
MIAMI, FLORIDA 33130

IN WITNESS WHEREOF, I, ANDERSON CURRY, the undersigned Incorporator, have signed these Articles of Incorporation on this 26 day of Aug, 1996, and acknowledged the same to be my act.



ANDERSON CURRY

STATE OF FLORIDA)
COUNTY OF DADE)

The foregoing instrument was acknowledged before me this 26 day of August, 1996 by ANDERSON CURRY, who personally appeared before me at the time of notarization, and who is personally known to me or who produced a FLORIDA DRIVER'S LICENSE as identification.

NOTARY PUBLIC:

SIGN: Stanley B. Lewis

PRINT: STANLEY B. LEWIS
STATE OF FLORIDA AT LARGE



STANLEY B. LEWIS
My Commission 00407797
Expires Sep. 18, 1998
Bonded by HAI
800-488-1888

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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**

FILED
96 AUG 26 1996
CLERK OF CIRCUIT COURT
STATE OF FLORIDA

Pursuant to the provisions of Chapters 48.091 and 607.0501 of the Florida Statutes, the following is submitted, in compliance with said Acts:

First--That H.P.S. NATIONWIDE, INC., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation at City of MIAMI, County of DADE, State of Florida, has named ANDERSON CURRY at 243 N.W. 10TH STREET, SUITE 7, in the City of MIAMI, County of DADE, State of Florida, as its agent to accept service of process within this state.

-Acceptance of Agent-

ACKNOWLEDGMENT:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

BY:

ANDERSON CURRY

DATE:

Aug 26 1996

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