

P960000 88883  
JONES, FOSTER, JOHNSTON & STUBBS, P.A.

ATTORNEYS AND COUNSELORS

FLAGLER CENTER TOWER  
808 SOUTH FLAGLER DRIVE  
ELEVENTH FLOOR  
WEST PALM BEACH, FLORIDA 33401

P. O. BOX 3478  
WEST PALM BEACH, FLORIDA 33402-3478  
(888) 888-3000  
FAX: (888) 832-1484

WRITER'S DIRECT LINE: 650-0417  
WRITER'S E-MAIL: dpratt02@counsel.com

LARRY D. ALEXANDER  
DALE ANGELOFF  
M. TRACEY BARNETT  
CLAY C. BINKER  
JAYCE A. CONWAY  
MARGARET L. COOPER  
EDWARD DAZ  
RENEE DAVIS  
CHRISTOPHER B. DUNE  
H. MICHAEL FARLEY  
BECKY B. HAWKINS  
THOMSON M. HENRY  
PETER B. HILTON  
MARK B. KEMPFLER

MICHAEL J. KIRBY  
JOHN BLAKE MACRACKEN  
SCOTT L. McMULLEN  
DAVID PRATT  
JOHN D. RANNOU  
STEVEN J. ROTHMAN  
PETER A. SAGIN  
D. COLVER SMITH III  
RONNY A. STUBBS  
ALLEN R. TOMLINSON  
JOHN B. THAMER  
BRIAN K. WAGMAN  
H. ADAMS WEAVER

HENRY F. LINTHALL  
1902-1992  
HARRY ALLISON JOHNSTON  
1998-1998  
W. BRUCE JONES  
1904-1998  
PAUL D. WOLFE  
1933-1991  
RETIRED  
WILLIAM A. FOSTER  
OF COUNSEL  
L. MARTIN FLAGLER  
JACK A. FLIBCO

October 22, 1996

Corporate Records Bureau  
Division of Corporations  
Department of State  
P.O. Box 6327  
409 East Gaines Street  
Tallahassee, Florida 32301

100001987721--S  
-10/28/96--01076--005  
\*\*\*\*122.50 \*\*\*\*122.50

Re: HMT Capital, Inc.

Gentlemen:

Enclosed are the original and a copy of the Articles of Incorporation of the captioned corporation.

Please file the original and return the copy certified.

A check in the amount of \$122.50 is enclosed to cover the \$35.00 filing fee, the \$52.50 fee for the certified copy, and the \$35.00 Registered Agent fee.

Sincerely yours,

JONES, FOSTER, JOHNSTON & STUBBS, P.A.

By David Pratt  
DAVID PRATT

cc: Madeline Dawn Tabin (w/o enclosures)

Enclosures

DEP/18736.2/articles.1e

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
96 OCT 28 PM 2:53

5  
10/29

**ARTICLES OF INCORPORATION  
OF  
HMT CAPITAL, INC.**

RECEIVED  
JAN 12 1993  
STATE OF FLORIDA  
SECRETARY OF STATE

We, the undersigned, hereby make, subscribe, acknowledge and file these  
Articles for the purpose of forming a corporation under the laws of the State of Florida:

**ARTICLE I**

**Name**

The name of this corporation shall be HMT Capital, Inc..

**ARTICLE II**

**Purpose**

This corporation is organized for the purpose of transacting any or all lawful  
business.

**ARTICLE III**

**Capital Stock**

The capital stock of this corporation shall consist of 100 shares of common  
stock of \$1.00 par value, fully paid and non-assessable.

#### ARTICLE IV

##### Principal Office and Mailing Address

The Principal Office and the Mailing Address of this corporation is 21551 Halstead Drive, Boca Raton, Florida 33428.

#### ARTICLE V

##### Registered Agent/Registered Office

The initial Registered Agent of this corporation is Madeline Dawn Tabin, located at the Registered Office of the corporation at 21551 Halstead Drive, Boca Raton, FL 33428.

#### ARTICLE VI

##### Initial Board of Directors

This corporation shall initially have one (1) Director. The number of Directors may be changed from time to time by the By-Laws but shall never be less than one (1). The name and address of the initial Director is:

Madeline Dawn Tabin  
21551 Halstead Drive  
Boca Raton, FL 33428

## ARTICLE VII

### Special Provisions

The following special provisions shall govern this corporation:

A. The time and place of the annual shareholders' meeting and the annual directors' meeting shall be fixed and provided for in the by-laws, and notice of same shall be given in one of the methods provided by law. Any shareholder or director may waive notice of the time, place and purpose of any meeting either before, at or after such meeting.

B. There shall be a President, a Secretary and a Treasurer of this corporation, and such assistants as the shareholders may, by resolution, determine to be necessary and/or as provided in the by-laws. This corporation may also have such other officers, assistants and factors as may be determined necessary and provided for by resolution of the shareholders and/or in the by-laws. Any person may hold two or more offices. The shareholders may, at any time, by majority vote at a duly-called and noticed meeting declare any office or directorship vacant or remove any officer or director and elect a successor thereto. Additionally, directors may, at any time, by majority vote at a duly-called and noticed meeting declare any office vacant or remove any officer and elect a successor thereto.

C. The directors may describe a method or methods for replacement of lost certificates and prescribe reasonable conditions by way of security for the issuance of new certificates.

D. No person shall be required to own, hold or control stock in the corporation as a condition precedent to holding an office or directorship in this corporation.

E. No contract or other transaction between the corporation and any other corporation, in the absence of fraud, shall be affected or invalidated by the fact that any one or more of the officers or directors of the corporation is or are interested in or is an officer or director or are officers or directors of such other corporations, and any officer, officers or directors, individually or jointly, may be a party or parties to or may be interested in any such contract or transaction of the corporation or in which the corporation is interested, and no contract, act, or transaction of the corporation with any person or persons, firm or corporation, in the absence of fraud, shall be affected or invalidated by the fact that any officer, officers or directors of the corporation is a party or parties to or interested in such contract, act or transaction, or in any way connected with such person or persons, firm or corporation, and each and every person who may become an officer or director of this corporation is hereby relieved from any liability that might otherwise exist from thus contracting with the corporation for the benefit of himself or any firm, association or corporation in which he may be in anywise interested.

## ARTICLE VIII

### Officers

The officers of the corporation who shall conduct the business of the corporation during the first year of its existence or until their successors are elected and qualified shall be:

Madeline Dawn Tabin  
21551 Halstead Drive  
Boca Raton, FL 33428

## ARTICLE IX

### Incorporator

The name and address of the incorporator is:

Madeline Dawn Tabin  
21551 Halstead Drive  
Boca Raton, FL 33428

## ARTICLE X

### Amendment

This corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter

prescribed by law, and all rights conferred on officers and shareholders herein are granted subject to this reservation.

## ARTICLE XI

### Commencement

The corporation shall commence its existence upon filing with the Secretary of State of the State of Florida.

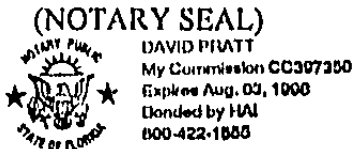
IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 14th day of October, 1996.

  
MADELINE DAWN TABIN, Incorporator

STATE OF FLORIDA

COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me by MADELINE DAWN TABIN, who is personally known to me or who has produced a driver's license as identification, this 14th day of October, 1996.



David Piratt  
Notary Public  
PrintName: DAVID PIRATT  
Commission No.: \_\_\_\_\_  
My commission expires: \_\_\_\_\_



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

RECEIVED  
CLERK OF DISTRICT COURT  
66 OCT 28 PM 12:54

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

That HMT Capital, Inc., desiring to organize under the laws of the State of  
Florida, has named Madeline Dawn Tabin, located at the Registered Office of the  
corporation at 21551 Halstead Drive, Boca Raton, Florida 33428, as its Registered Agent to  
accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above-stated  
corporation at the place designated in this Certificate, I hereby agree to act in this capacity,  
and I further agree to comply with the provisions of all statutes relative to the proper and  
complete performance of my duties.

  
MADELINE DAWN TABIN, Registered Agent