10/30/96

FLORIDA DIVISION OF CORPORATIONS PUBLIC ACCESS SYSTEM BLECTRONIC FILING COVER SHEET

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FROM: EMPIRE CORPORATE KIT COMPANY

ACCT#: 072450003255

CONTACT: RAY STORMONT PHONE: (305)541-3694

PAX #: (305)541-3770

NAME: H B ENTERPRISES, INC.

AUDIT NUMBER......1196000015301

DOC TYPE..... FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS...0

PAGES..... 4

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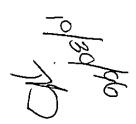
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ARTICLES OF INCORPORATION OF H.B. ENTERPRISES, INC.

The undersigned, for the purpose of forming a corporation under the laws of the State of Florida, does hereby adopt the following Articles of Incorporation:

ARTICLE 1: NAME

The name of the corporation is: H.B. ENTERPRISES, INC.

ARTICLE II: DURATION

The period of duration of this corporation is perpetual unless dissolved according to law. Corporate existence shall commence upon the filing of these Articles of Incorporation.

ARTICLE III: INITIAL REGISTERED OFFICE AND AGENT

The initial Registered Office and Agent of this Corporation shall be:

DAVID HOGG 6043 Crane Drive Lakeland, Florida 33809

ARTICLE IV: PRINCIPAL PLACE OF BUSINESS

The principal office address of this corporation is:

6043 Crane Drive Lakeland, Florida 33809

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These Articles of Incorporation were prepared by Richard J. Lind, Attorney at Law - Florida Bar Number 320064 - 2551 Tigertuil Avenue, Miami, Florida 33133 U.S.A. Telephone: (305) 858-9191

ARTICLE V: INITIAL BOARD OF DIRECTORS

The number of persons constituting the Board of Directors of this corporation shall be one (1) initially. The name and street address of the initial Director is:

HEITOR DARREIROS Av Presidento Vargas 762, #701 Belom, Para, Brazil

ARTICLE VI: STOCK

The maximum number of shares that this corporation is authorized to issue and have outstanding is One Thousand Shares.

ARTICLE VII: INCORPORATOR

The name and address of the Incorporator of these Articles of Incorporation is:

HEITOR BARREIROS Av Presidente Vargas 762, #701 Belcm, Para, Brazil

ARTICLE VIII: AMENDMENTS

This corporation reserves the right to amend or repeal the provisions of these Articles of Incorporation or any amendment's thereto.

IN WITNESS WHEREOF, THE UNDERSIGNED INCORPORATOR HAS EXECUTED THESE ARTICLES OF INCORPORATION THIS 25TH DAY OF October, 1996.

uncorporator

CERTIFICATE OF DESIGNATION REGISTERED AGENT & REGISTERED OFFICE

Pursuant to the provisions of the Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida:

1. The name of this corporation is: H.B. ENTERPRISES, INC.

2. The name and address of the Registered Agent and Registered Office is:

DAVID HOGG 6043 Crane Drive Lakeland, Florida 33809

process for the above hereby accept the

liaving 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.

DATED: October 25, 1996

PAYTO HOGG

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