

1201 HAYS STREET
TALLAHASSEE, FL 32301-3607
(904) 92-0393 FAX

800-342-8086

P90000092390



ACCOUNT NO. : 072100000032

REFERENCE : 149504 9038A

AUTHORIZATION : *Patricia Pyjunt*

COST LIMIT : \$ 122.50

ORDER DATE : November 8, 1996

ORDER TIME : 1:32 PM

ORDER NO. : 149504-005

CUSTOMER NO: 9038A

CUSTOMER: Jim E. Solomon, Esq
JIM E. SOLOMON, ESQ

Suite 207
1180 South Powerline Road
Pompano Beach, FL 33069

200002001132--4

DOMESTIC FILING

NAME: DIVERSIFIED NATURAL RESOURCES,
INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Cindy Helentjaris

EXAMINER'S INITIALS:

FILED
NOV-9 11:51
CLERK OF SUPERIOR COURT
TALLAHASSEE, FL

200002001132
NOV-9 PM 2:03
CLERK OF SUPERIOR COURT
TALLAHASSEE, FL

11-12-96
Re

ARTICLES OF INCORPORATION
OF
DIVERSIFIED NATURAL RESOURCES, INC.

FILED
JAN 12 1951
CLERK OF COURT

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

DIVERSIFIED NATURAL RESOURCES, INC.

The address of the principal office of this corporation shall be 6100 Glades Road, Suite #314, Boca Raton, Florida 33434, and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 4,000,000 shares of which 2,000,000 shares shall be a class designated "preferred shares" and 2,000,000 shares shall be a class designated "common shares."

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 1201 Hays Street, Tallahassee, Florida 32301, and the name of the initial registered agent of the corporation at that address is Corporation Service Company.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation:

Corporation Service Company
1201 Hays Street
Tallahassee, Florida 32301

IN WITNESS WHEREOF, the undersigned agent of Corporation Service Company, has hereunto set their hand and seal of Corporation Service Company on November 8, 1996.

CORPORATION SERVICE COMPANY

By: *Gail Shelby*
Its Agent, Gail Shelby

ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION

Corporation Service Company, a Delaware corporation authorized to transact business in this State, having a business office identical with the registered office of the corporation named above, and having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

CORPORATION SERVICE COMPANY

By: *Gail Shelby*
Its Agent, Gail Shelby

cah

FILED
96 NOV - 2 09 11:51
IN

P96000092390

ARTICLES OF MERGER
Merger Sheet

.....
MERGING:

DIVERSIFIED NATURAL RESOURCES, INC., a Florida corporation,
P96000092390

INTO

HILLCREST CORPORATION, a Delaware corporation not qualified in Florida.

File date: June 25, 1997

Corporate Specialist: Joy Moon-French

Account number: 072100000032

Account charged: 70.00



P96000092390

ACCOUNT NO. : 072100000032

REFERENCE : 439578 4331500

AUTHORIZATION : Patricia Pizzuti

COST LIMIT : \$ 70.00

ORDER DATE : June 24, 1997

ORDER TIME : 9:05 AM

ORDER NO. : 439578-010

600002222396--4

CUSTOMER NO: 4331500

CUSTOMER: Lee W. Cassidy, Esq
Cassidy & Associates P.c.
1504 'r' Street, N.w.

Washington, DC 20009

ARTICLES OF MERGER

DIVERSIFIED NATURAL RESOURCES,
INC.

INTO

HILLCREST CORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY

CONTACT PERSON: Andrea C. Mabry

EXAMINER'S INITIALS: _____

FILED
97 JUN 25 PM 1:05
SECRETARY OF STATE
TALLAHASSEE FLORIDA

6/25
[Signature]
97 JUN 25 PM 1:05
53

Articles of Merger
of
Diversified Natural Resources, Inc.

FILED
97 JUN 25 PM 1:05
SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned corporations, pursuant to Sections 607 '101-1107 of the Florida Business Corporation Act, hereby execute the following articles of merger:

ARTICLE ONE

The names of the corporations proposing to merge and the names of the states under the laws of which such corporations are organized are as follows:

NAME OF CORPORATION	STATE OF INCORPORATION
Diversified Natural Resources, Inc.	Florida
Hillcrest Corporation	Delaware

ARTICLE TWO

The laws of the states under which such corporations are organized permit such merger.

ARTICLE THREE

The surviving corporation shall be Hillcrest Corporation and it shall be governed by the laws of the State of Delaware. Pursuant to the Agreement of Merger and filing of the Certificate of Merger, the Certificate of Incorporation of Hillcrest Corporation shall be amended contemporaneously with the effective date of the merger to reflect the change of the name Hillcrest Corporation to DNR Resources, Inc.

ARTICLE FOUR

The plan of merger, dated May 23, 1997, is as follows:

1. Diversified Natural Resources, Inc., a Florida corporation ("DNR"), shall be merged into Hillcrest Corporation, a Delaware corporation ("Hillcrest"). Hillcrest is hereby designated as the surviving corporation.

2. The terms and conditions of the merger are:

(a) The bylaws of DNR as they shall exist on the effective date of the agreement of merger shall be the bylaws of the surviving corporation until they shall be altered, amended or repealed.

(b) The officers and directors of DNR shall be appointed as the officers and directors of the surviving corporation to hold office until the next annual meeting of stockholders and until their successors shall have been elected and qualified.

(c) This merger shall become effective upon filing with the Secretary of State of Delaware and the Florida Department of State provided that, for all accounting purposes the effective date of the merger shall be as of 12:00 Midnight Delaware time on May 31, 1997.

(d) Upon the merger becoming effective, all property, rights, privileges, licenses and assets of every kind of DNR shall be transferred to and vested in Hillcrest.

(e) Upon the merger becoming effective, the name of Hillcrest shall be changed to DNR Resources, Inc. In addition, simultaneous with the effectiveness of the merger, Hillcrest shall effect a 1-for-3 reverse stock split of its common stock.

3. The shares of common stock of DNR shall be exchanged for shares of common stock of Hillcrest, to the end that, 2,700,000 reclassified and converted shares of Hillcrest common stock shall be exchanged for the outstanding and exchanging shares of common stock of DNR. Immediately following the merger, there shall be 3,366,667 issued and outstanding shares of Hillcrest common stock, subject to adjustment for fractional and dissenting shares.

ARTICLE FIVE

As to each corporation, the shareholders of which were required to vote for approval, the number of shares outstanding, the number of shares entitled to vote and the number and designation of shares of any class entitled to vote as a class are:

Name of Corporation:	Diversified Natural Resources	Hillcrest Corporation
Number of Shares of common stock outstanding:	1,904,000	10,000,000
Total Number of Shares of common stock entitled to vote:	1,904,000	10,000,000
Designation of class entitled to vote as a class (if any)	None	None
Number of shares of such class (if any):	None	None

ARTICLE SIX

As to each corporation, the shareholders of which were required to vote for adoption, the number of shares voted for and against the plan, respectively, and the number of shares of any class entitled to vote as a class voted for and against the plan, are:

Name of Corporation:	Diversified Natural Resources	Hillcrest Corporation
Total shares of common stock voted for:	1,859,000	9,500,000
Total shares of common stock voted against:	None	None
Class:	None	None

ARTICLE SEVEN

The plan of merger was authorized, adopted and approved by unanimous written consent of the Board of Directors and by written consent of a majority of the shareholders entitled to vote thereon of Hillcrest Corporation on June 6, 1997, as required by the General Corporation Law of Delaware.

The plan of merger was authorized, adopted and approved by the unanimous written consent of the Board of Directors and by written consent of a majority of the shareholders entitled to vote thereon of Diversified Natural Resources, Inc. on June 6, 1997, as required by the Florida Business Corporation Act.

All provisions of the laws of the State of Delaware and the State of Florida applicable to the proposed merger have been complied with.

ARTICLE EIGHT

The principal office in Delaware of the Hillcrest Corporation is

1013 Centre Road
Wilmington, Delaware 19805 (County of New Castle)

The registered office in Florida of Diversified Natural Resources Inc. is

100 West Cypress Creek Road, 5th Floor
Fort Lauderdale, Florida 33309

ARTICLE NINE

It is agreed that, upon and after the issuance of a certificate of merger by the Florida Department of State:

1. The surviving corporation may be served with process in the State of Florida in any proceeding for the enforcement of any obligation of any corporation organized under the laws of the State of Florida which is a party to the merger and in any proceeding for the enforcement

of the rights of a dissenting shareholder of any such corporation organized under the laws of the State of Florida against the surviving corporation;

2. The Florida Department of State shall be and hereby is irrevocably appointed as the agent of the surviving corporation to accept service of process in any such proceeding; the addresses to which the service of process in any such proceeding shall be mailed are set out in Article Eight above.

3. The surviving corporation will promptly pay to the dissenting shareholders of any corporation organized under the laws of the State of Florida which is a party to the merger the amount, if any, to which they shall be entitled under the provisions of the Florida Business Corporation Act with respect to the rights of dissenting shareholders.

IN WITNESS WHEREOF each of the undersigned corporations has caused these Articles of Merger to be executed in its name by its President or Vice President and Secretary or Assistant Secretary, as of the 19th day of June, 1997.


DIVERSIFIED NATURAL RESOURCES, INC.

President

ATTEST:


Secretary

HILLCREST CORPORATION



President
Thomas Camarda

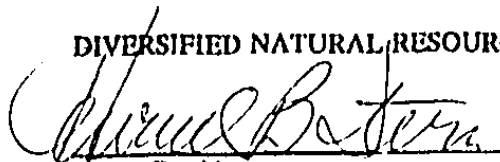
ATTEST:



Secretary
Thomas Camarda

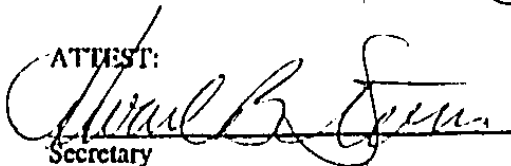
IN WITNESS WHEREOF each of the undersigned corporations has caused these Articles of Merger to be executed in its name by its President or Vice President and Secretary or Assistant Secretary, as of the 19th day of June, 1997.

DIVERSIFIED NATURAL RESOURCES, INC.



President
Howard B. Stern

ATTEST:



Secretary
Howard B. Stern

HILCREST CORPORATION

President

ATTEST:

Secretary