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FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4001

FROM: FAS-T CORP. AGENTS, INC.
CONTACT: LIDIA FERNANDEZ
PHONE: (305)599-0839

ACCT#: 071001002335

FAX #: (305)716-0346

NAME: HERC VENTURES, INC.

AUDIT NUMBER.....H96000016253

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

CERT. OF STATUS..0

PAGES..... 4

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ARTICLES OF INCORPORATION

OF

HERC VENTURES, INC.

ARTICLE I - NAME

The name of this Corporation is **HERC VENTURES, INC.**

ARTICLE II - ADDRESS

The address of the principal office and mailing address of the corporation is **7650 Bayshore Drive, Unit #1003-B, Treasure Island, FL 33706.**

ARTICLE III - DURATION

The Corporation shall have perpetual existence.

ARTICLE IV - PURPOSE

This Corporation is organized for the purpose of transacting any or all lawful business permitted under the laws of the United States and of the State of Florida.

ARTICLE V - CAPITAL STOCK

The aggregate number of shares which the Corporation shall have the authority to issue shall be **1000** shares of **ONE DOLLAR (\$1.00)** par value voting common stock.

Prepared by: Kaufman Rossin & Co.
2699 South Bayshore Dr.
Miami, FL 33133
(305) 858-5600

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ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

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The street address of the initial registered office of this Corporation is **2699 SOUTH BAYSHORE DRIVE, MIAMI, FLORIDA 33133**, and the name of the initial registered agent of this Corporation at that address is **CARL N. HOWDEN**.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This Corporation shall have **ONE (1)** director initially. The number of directors may be either increased or diminished from time to time by the By-Laws but shall never be less than **ONE (1)**.

The name and address of the initial director of this Corporation is:

**PANDY M. POFFO
7650 BAYSHORE DRIVE UNIT 1003-B
TREASURE ISLAND, FLORIDA 33706**

ARTICLE VIII - INCORPORATOR

The name and address of the person signing these Articles is:

**CARL N. HOWDEN
2699 SOUTH BAYSHORE DRIVE
MIAMI, FLORIDA 33133**

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation
this 18th day of November, 1996.

Carl N. Howden
Incorporator

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STATE OF FLORIDA

)

) SS.

COUNTY OF DADE

)

The foregoing instrument was acknowledged before me on November 18, 1996, by
Carl N. Howden, to whom is personally known to me and he did take an oath.

Michelle Moyano
Name: *Michelle Moyano*
NOTARY PUBLIC
State of Florida at Large

My Commission Expires:



MICHELLE MOYANO
My Commission CG471216
Expires Jul. 06, 1999
Bonded by ANG
800-652-6878

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CERTIFICATE OF REGISTERED AGENT

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OF

HERC VENTURES, INC.

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

That HERC VENTURES, INC. desiring to organize under the laws of the State of Florida with its principal office as indicated in the Articles of Incorporation, at the City of Treasure Island, County of Pinellas, State of Florida, has named **CARL N. HOWDEN**, as its agent to accept service of process within this State.

ACKNOWLEDGMENT

Having been named to accept service of process for the above-stated Corporation, at place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

Dated this 18th day of November, 1996.

Carl N. Howden
CARL N. HOWDEN

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