

P97000007404

January 16, 1997

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: **Hill Asset Management Co.**


800002063988--8
-01/22/97--01045--005
****122.50 ****122.50

Gentlemen:

Enclosed please find the original and one copy of the Articles of Incorporation, together with my check in the amount of \$122.50.

This represents the cost of Filing Fees, Certified Copy of Articles of Incorporation and Fee for Registered Agent Designation for the above named corporation.

Very truly yours,


Michael S. Hill
21218 Saint Andrews Blvd
Suite 237
Boca Raton, FL 33433

FILED
97 JAN 21 AM 9:35
STATE
TALLAHASSEE, FLORIDA

ON JAN 27 1997

ARTICLES OF INCORPORATION
of
Hill Asset Management Co.

FILED
97 JAN 21 AM 9:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscriber(s) to these Articles of Incorporation, natural person(s) competent to contract, hereby form a corporation under the laws of the State of Florida.

ARTICLE I - CORPORATE NAME

The name of the corporation is:

Hill Asset Management Co.

ARTICLE II - DURATION

This corporation shall exist perpetually unless dissolved according to Florida law.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of engaging in any activities or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV - CAPITAL STOCK

The corporation is authorized to issue one hundred shares (100) of one one hundredth Dollar (\$.01) par value Common Stock, which shall be designated "Common Shares."

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the Initial Registered Agent office and the name of the Initial Registered Agent at that office is:

George Hoffman
7319 73rd Way
West Palm Beach, FL 33407

The principal office or mailing address of the corporation is:

21218 Saint Andrews Blvd
Suite 237
Boca Raton, FL 33433

ARTICLE VI - 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 names and addresses of the initial director of the corporation are as follows:

Michael S. Hill, President
21218 Saint Andrews Blvd
Suite 237
Boca Raton, FL 33433

ARTICLE VII - INCORPORATORS

Michael S. Hill
21218 Saint Andrews Blvd
Suite 237
Boca Raton, FL 33433

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this **16th day of January, 1997**.

W. H. R. Res.

Michael S. Hill, President

**CERTIFICATE AND ACKNOWLEDGEMENT
OF REGISTERED AGENT**

**CERTIFICATE OF REGISTERED AGENT
OF**

Hill Asset Management Co.

Pursuant to Florida Statutes Sections 48.091 and 607.0501, the following is submitted:
The above corporation, desiring to organize under the laws of the State of Florida with
its registered office as indicated in the Articles of Incorporation
at

**7319 73rd Way
West Palm Beach, FL 33407**

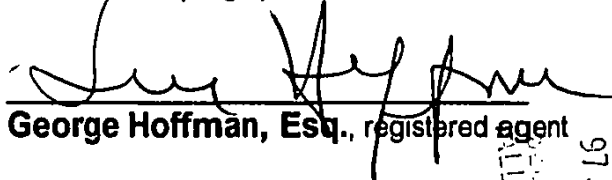
has named

George Hoffman, Esq.

located at the aforesaid address, as its Registered Agent to accept service of process
within this state.

ACKNOWLEDGEMENT

Having been named as Registered Agent to accept service of process for the above
stated corporation at the place designated in this certificate, and being familiar with
the obligations of that position, I hereby accept to act in this capacity, and agree to
comply with the provisions of Florida Law in keeping open said office.


George Hoffman, Esq., registered agent

FILED
97 JUN 21 AM 9:35
FLORIDA