

02/11/1997 10:47

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2/07/97

FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4001

FROM: CORPORATE CREATIONS INTERNATIONAL INC.

ACCT#: 073171003004

CONTACT: JOHNNY C RODRIQUEZ

PHONE: (305)672-0686

FAX #: (305)672-9110

NAME: ~~PBS LABORATORIES, INC.~~

Handerl Capital, Inc.

AUDIT NUMBER.....H97000002355

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

CERT. OF STATUS..1

PAGES..... 4

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

February 11, 1997

CORPORATE CREATIONS

SUBJECT: HANDEN CAPITAL, INC.
REF: W97000003336

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

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Dana Calloway
Document Specialist

FAX Aud. #: E97000002355
Letter Number: 897A00007133

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Articles of Incorporation
of
Handen Capital, Inc.

Article I. Name

EFFECTIVE DATE

2 10:47

The name of this Florida corporation is:
Handen Capital, Inc.

Article II. Address

The mailing address of the Corporation is:
Handen Capital, Inc.
5550 Glades Road, Suite 305
Boca Raton FL 33431

Article III. Registered Agent

The name and address of the registered agent of the Corporation is:
Corporate Creations Enterprises, Inc.
4521 PGA Boulevard #211
Palm Beach Gardens FL 33418

Article IV. Board of Directors

The name of each initial member of the Corporation's Board of Directors is:
David Schwartz

The affairs of the Corporation shall be managed by a Board of Directors consisting of no less than one director. The number of directors may be increased or decreased from time to time in accordance with the Bylaws of the Corporation. The election of directors shall be done in accordance with the Bylaws. The directors shall be protected from personal liability to the fullest extent permitted by applicable law.

H97000002355

Corporate Creations International Inc.
401 Ocean Drive #312 (Door Code #125)
Miami Beach FL 33139-6629
(305) 672-0686

H97000002355

**CERTIFICATE OF DESIGNATION
REGISTERED AGENT AND REGISTERED OFFICE**

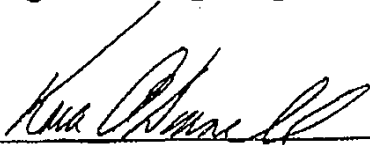
CORPORATION:

Handen Capital, Inc.

REGISTERED AGENT:

Corporate Creations Enterprises, Inc.
4521 PGA Boulevard #211
Palm Beach Gardens FL 33418

I agree to act as registered agent to accept service of process for the corporation named above at the place designated in this Certificate. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.



Corporate Creations Enterprises, Inc.
Kara O'Donnell, Vice President

Date: February 10, 1997

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TALLAHASSEE, FLORIDA

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Corporate Creations International Inc.
401 Ocean Drive #312 (Door Code #125)
Miami Beach FL 33139-6629
(305) 672-0686

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