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ACCOUNT NO. : 072100000032

REFERENCE : 257666 7115033

AUTHORIZATION :

COST LIMIT : \$ 70.00

Patricia Pujols

ORDER DATE : February 12, 1997

ORDER TIME : 1:05 PM

ORDER NO. : 257666-005

700002085997--4

CUSTOMER NO: 7115033

CUSTOMER: Robert A. Kravitz, Esq
ROBERT R. KRAVITZ, ESQ.
KNIGHTS BRIDGE CONSULTANTS
Penthouse 1
155 S. Miami Avenue
Miami, FL 33130

DOMESTIC FILING

NAME: H.F. PROJECTS & BUSINESS, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Daniel W Leggett

EXAMINER'S INITIALS:

RECEIVED
97 FEB 12 PM 2:37
FILED
DIVISION OF CORPORATIONS
FEB 12 PM 3:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

VR
2-12-97

ARTICLES OF INCORPORATION
OF
H.F. PROJECTS & BUSINESS, INC.

97 FEB 12 PM 3:44
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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:

H.F. PROJECTS & BUSINESS, INC.

The address of the principal office of this corporation shall be 8010 West Drive, Suite 375, North Bay Village, Florida 33141, 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 1000 shares of common stock having \$.10 par value per share.

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. DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have two Directors, initially. The names and addresses of the initial members of the Board of Directors are:

Herbert Frank Dir.	8010 West Drive, Suite 375 North Bay Village, Florida 33141
Fernando Vianna Braga Dir.	Same

VP

ARTICLE VII. OFFICERS

The name and addresses of the initial officers of the corporation who shall hold office for the first year of the corporation, or until their successors are elected or appointed are:

Herbert Frank	8010 West Drive, Suite 375
Pres.	North Bay Village, Florida 33141

Fernando Vianna Braga	Same
Sec./Treas.	

ARTICLE VIII. SPECIAL PROVISION

It is the intent of the Incorporator that the corporation will qualify under section 1244 of the Internal Revenue Code.

ARTICLE IX. 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 February 12, 1997.

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

DWL/dwl

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA