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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

C T CORPORATION SYSTEM

Requestor's Name

660 East Jefferson Street

Address

Tallahassee, Florida 32301

City

State

Zip

Phone

904-222-1092

CORPORATION(S) NAME

HM I, Inc.

700002151417--4

-04/04/97--01122--035

*****245.00 *****122.50

~~XX~~ Profit Articles

() NonProfit

() Amendment

() Merger

() Limited Liability Company

() Foreign

() Dissolution/Withdrawal

() Mark

() Limited Partnership

() Annual Report

() Other

() Reinstatement

() Reservation

() Change of R.A.

() Fictitious Name

~~XX~~ Certified Copy

() Photo Copies

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RECEIVED
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DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

STATE OF FLORIDA
ARTICLES OF INCORPORATION
OF
HM I, INC.

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TALLAHASSEE, FLORIDA

I. NAME

THE NAME OF THE CORPORATION IS HM I, INC.

II. NATURE OF BUSINESS

THE CORPORATION MAY ENGAGE IN ANY ACTIVITY OR BUSINESS PERMITTED UNDER THE LAWS OF THE UNITED STATES AND THE STATE OF FLORIDA.

III. CAPITAL STOCK

THE MAXIMUM NUMBER OF SHARES OF STOCK THAT THIS CORPORATION IS AUTHORIZED TO HAVE OUTSTANDING AT ANY ONE TIME IS SEVEN THOUSAND FIVE HUNDRED (7,500) SHARES OF COMMON STOCK, ALL SHARES BEING WITH A PAR VALUE OF ONE DOLLAR (\$1.00).

IV. INITIAL CAPITAL

THE AMOUNT OF CAPITAL WITH WHICH THIS CORPORATION WILL BEGIN BUSINESS IS FIVE HUNDRED DOLLARS (\$500.00).

V. TERM OF EXISTENCE

THIS CORPORATION IS TO EXIST PERPETUALLY.

VI. ADDRESS

THE PRINCIPAL MAILING ADDRESS OF THE CORPORATION IS: C/O TOMEN AMERICA INC., 1285 AVENUE OF THE AMERICAS, NEW YORK, NEW YORK 10019.

VII. DIRECTORS

THE CORPORATION SHALL HAVE FOUR (4) DIRECTORS INITIALLY. THE NUMBER OF DIRECTORS MAY, FROM TIME TO TIME, BE INCREASED BY THE BY-LAWS ADOPTED BY THE STOCKHOLDERS.

VIII. INITIAL DIRECTORS
PRINCIPAL OFFICE AND MAILING ADDRESS

THE NAMES AND ADDRESS OF THE FIRST BOARD OF DIRECTORS ARE:

JAMES MCCARTHY
ROBERT B. COHEN
SHUZO OSHIMA
TAKASHI SANO

C/O TOMEN AMERICA INC.
1285 AVENUE OF THE AMERICAS
NEW YORK, NEW YORK 10019

IX. REGISTERED AGENT

THE ADDRESS OF THE INITIAL REGISTERED OFFICE OF THE CORPORATION IN THE STATE OF FLORIDA IS C/O C T CORPORATION SYSTEM, 1200 SOUTH PINE ISLAND ROAD, PLANTATION, FLORIDA 33324, AND THE NAME OF ITS INITIAL REGISTERED AGENT AT SUCH ADDRESS IS C T CORPORATION SYSTEM.

X. AMENDMENTS

THESE ARTICLES OF INCORPORATION MAY BE AMENDED IN THE MANNER PROVIDED BY LAW. EVERY AMENDMENT SHALL BE APPROVED BY THE BOARD OF DIRECTORS, PROPOSED BY THEM TO THE STOCKHOLDERS, AND APPROVED AT A STOCKHOLDERS' MEETING BY A MAJORITY OF STOCK ENTITLED TO VOTE THEREON, UNLESS ALL THE STOCKHOLDERS AND ALL THE DIRECTORS SIGN A WRITTEN STATEMENT MANIFESTING THEIR INTENTIONS THAT A CERTAIN AMENDMENT OF THESE ARTICLES OF INCORPORATION BE MADE.

XI INCORPORATOR

THE NAME AND ADDRESS OF THE INCORPORATOR IS:

CONNIE BRYAN
C T CORPORATION SYSTEM
660 EAST JEFFERSON STREET
TALLAHASSEE, FLORIDA 32301

THE UNDERSIGNED HAS EXECUTED THESE ARTICLES OF INCORPORATION THIS APRIL 4, 1997.

Connie Bryan
CONNIE BRYAN, INCORPORATOR

ACCEPTANCE BY THE REGISTERED AGENT AS REQUIRED IN SECTION 607.0501 (3) F.S.: C T CORPORATION SYSTEM IS FAMILIAR WITH AND ACCEPTS THE OBLIGATIONS PROVIDED FOR IN SECTION 607.0505.

C T CORPORATION

DATED APRIL 4, 1997

BY Connie Bryan
CONNIE BRYAN
CONNIE BRYAN
SPECIAL ASSISTANT SECRETARY

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA