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	AUTHORIZATION : COST LIMIT : \$ 70.00	atricia Pajut	(S)
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ORDER TI	ME : 10:14 AM		
ORDER NO	. : 301608-005	70000	212054
CUSTOMER	NO: 3419259		
CUSTOMER	: Christopher P. Flannery, FOX, ROTHSCHILD, O'BRIEN FRANKEL KATHLEEN ROMANIE 2000 Market Street Tenth Floor Philadephia, PA 19103	` &	.
	DOMESTIC FILING		AI(1
N	AME: H & G HOLDING CORE	PORATION	97 MAR 21 PH 12: 10 DIVISION OF CURPORATION
	EFFECTIVE DATE:		PH12
	TICLES OF INCORPORATION RTIFICATE OF LIMITED PARTNE	ERSHIP	: 10
PLEASE I	ETURN THE FOLLOWING AS PROC	OF OF FILING:	
	CERTIFIED COPY PLAIN STAMPED COPY		

CONTACT PERSON: Christopher Smith EXAMINER'S INITIALS: N57.6712

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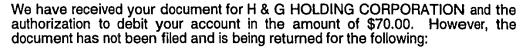
FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Submission date as file date Secretary of State

March 24, 1997

CSC NETWORKS 1201 HAYS STREET TALLAHASSEE, FL 32301-2607

SUBJECT: H & G HOLDING CORPORATION

Ref. Number: W97000006712



The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name DOES NOT constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

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Kimberly Rolfe **Document Specialist**

Letter Number: 397A00014698

RESUBINIT

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ARTICLES OF INCORPORATION

OF

HGH HOLDING CORPORATION

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:

HGH HOLDING CORPORATION

The address of the principal office of this corporation shall be 10265 Avenida Del Rio, Del Ray Beach, Florida 33446 33446, 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, and to hold stock in a brokerage firm.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock having \$.01 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. OFFICERS AND DIRECTORS

This corporation shall have one officer and one director, initially. The name and street address of the initial officer and director who shall hold office for the first year of the corporation, or until his successor is elected or appointed is:

William Haynes Dir./Pres.

10265 Avenida Del Rio Del Ray, Florida 33446

ARTICLE VII. 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 March 21, 1997.

CORPORATION SERVICE COMPANY

By: Aleborar N. Skipper

It's Agent, Deborah D. Skipper

ACCEPTANCE OF REGISTERED AGENT DESIGNATED IN ARTICLES OF INCORPORATION

Corporation Service Company, a Florida corporation to transact business in thisState, 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: Kleborah D. Skipper

It's Agent, Deborah D. Skipper

MRC/das

97 MAR 21: All 8: 11
TALL MANAGER PLORIDA