



THE UNITED STATES
CORPORATION
COMPANY

P97000033571

ACCOUNT NO. : 072100000032

REFERENCE : 301608 3419259

AUTHORIZATION :

COST LIMIT : \$ 70.00

Patricia Pzyt

ORDER DATE : March 20, 1997

ORDER TIME : 10:14 AM

ORDER NO. : 301608-005

700002120547--4

CUSTOMER NO: 3419259

CUSTOMER: Christopher P. Flannery, Esq
FOX, ROTHSCHILD, O'BRIEN &
FRANKEL KATHLEEN ROMANIELLO
2000 Market Street
Tenth Floor
Philadelphia, PA 19103

DOMESTIC FILING

NAME: H & G HOLDING CORPORATION

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: Christopher Smith

EXAMINER'S INITIALS: _____

W97-6712
K.R. MAR 24 1997

FILED
97 MAR 24 10:51 AM
TALL
DIVISION OF CORPORATION

RECEIVED
97 MAR 21 PM 12:10
DIVISION OF CORPORATION

APR 15 1997



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

March 24, 1997

CSC NETWORKS
1201 HAYS STREET
TALLAHASSEE, FL 32301-2607

SUBJECT: H & G HOLDING CORPORATION
Ref. Number: W97000006712

RESUBMIT
Please give original
submission date as file date

We have received your document for H & G HOLDING CORPORATION and the authorization to debit your account in the amount of \$70.00. However, the document has not been filed and is being returned for the following:

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.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6932.

Kimberly Rolfe
Document Specialist

Letter Number: 397A00014698

RECEIVED
97 APR 14 PM 3:24
DIVISION OF CORPORATIONS

ARTICLES OF INCORPORATION
OF
HGH HOLDING CORPORATION

FILED
97 MAR 26 AM 8:11
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:

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	10265 Avenida Del Rio
Dir./Pres.	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: Deborah D. 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 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: Deborah D. Skipper

It's Agent, Deborah D. Skipper

MRC/das

FILED
97 MAR 21 AM 8:11
TALLAHASSEE, FLORIDA