Attorney at Law Plaza Tower Building Florida, Puerto Rico arld Washington, D.C. 111 Second Avenue N.E. Bars, State and Suite 905 Federal Courts; and U.S. Court of Veterans Saint Petersburg, FL 33701 (813) 895-0480 Fax (813) 894-4520

April 10, 1997

Member:

Appeals

State of Florida Department of State Corporate Division P.O. Box 6327 Tallahassee, FL 32314

000002160220--6 -04/30/97--01054--007 ****122.50 ****122.50

Gentlemen:

Enclosed please find for filing the Articles of Incorporation of Reservation (Name Corporation Distributor H.L.P. Also enclosed are two separate Certificates R97000001404). Designating Resident Agent and Registered office. Each certificate names the same registered office and agent, but are pursuant to separate statutes. Should only one be sufficient for registration purposes, then please disregard the other.

Enclosed is check number 1328 in the amount of \$122.50 drawn on the account of Ronald J. Marzullo, Attorney, as payment for filing fees, certified copy and registered agent designation for the above named corporation.

very gruly yours,

RJM/klh

Enclosures

MAY - 1 1997

ARTICLES OF INCORPORATION OF H.L.P. DISTRIBUTOR CORPORATION

FILED

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SECRETAR OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this corporation is H.L.P. DISTRIBUTOR CORPORATION

ARTICLE II - DURATION

This corporation shall have perpetual existence commencing on the date of this filing of these Articles with the Department of State.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes, as now exists or may after be amended.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 500 shares of One Dollar (\$1.00) par value common stock which shall be designated as "Common Shares."

ARTICLE V - PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation, shall have the right to purchase his pro-rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 2311 Carson Lane, Deltona, Florida 32738, and the name of the initial registered agent of this corporation at that address is Hector L. Pena De Leon.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have three Directors constituting the initial Board of Directors. The number of directors may be either increased or decreased from time to time by the bylaws; however, there shall never be less than one Director. The name and address of the initial Board of Directors of the corporation is:

Hector L. Pena De Leon - President 2311 Carson Lane Deltona, FL 32763 Jose A. Martinez - Vice President 2806 N. Thorpe Avenue Orange City, FL 32738

> Daisy Faria - Secretary 2928 Garret Street Deltona, FL 32738

ARTICLE VIII - INCORPORATORS

The name and address of the Incorporators signing these articles is: Hector L. Pena De Leon, 2311 Carson Lane, Deltona, Florida 32738, Jose A. Martinez 2806 N. Thorpe Ave., Orange City, Florida 32763, and Daisy Faria, 2928 Garret Street, Deltona Florida 32738.

ARTICLE IX - INDEMNIFICATION

The corporation shall indemnify any Officer or Director or any former officer or director, to the full extent permitted by law.

ARTICLE X - AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, by a majority vote of the Board of Directors, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned Incorporators have executed these Articles of Incorporation on the <u>25</u> day of <u>Allic</u>, 19<u>97</u>.

HECTOR L. PENA DE LEON, Incorporator

OSE A. MARTINEZ Incorporator

DAISY FARIA, Incorporator

STATE OF FLORIDA COUNTY OF Volusia

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and Count set forth above, personally appeared Hector L. Pena De Leon, Jose A. Martinez, Daisy Faria, known to be and known by me to be the person who executed the foregoing Articles of Incorporation, and they acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS THEREOF, I have set my hand and seal in the State and County above, this as day of Allic, 1997.

Mrs B. Romen

NOTARY PUBLIC, State of Florida
at Large

My commission expires:

NORA B. ROMERO
My Comm Exp. 10/02/99
Bonded By Service Ins
No. CC499111

[] Personly Known (Pother L.D.

CERTIFICATE DESIGNATING REGISTERED AGENT AND PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA, AND ACCEPTANCE OF AGENT UPON WHOM PROCESS MAY BE SERVED

In compliance with Sections 48.091 and 697.034, Florida Statutes, the following is submitted:

FIRST, that H.L.P. Distributor Corporation, desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at 2311 Carson Lane, Deltona, Florida 32738, has named Hector L. Pena De Leon as its agent to accept service of process within Florida at 2311 Carson Lane, Deltona, Florida 32738.

Dated:

4-25-97

HECTOR L. PENA DE LEON, Director

Having been named to accept service of process for the above named corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper performance of my duties.

HECTOR L. PENA DE LEON

Registered Agent

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