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MARC ANTHONY DOUTHIT**

Attorneys at Law  
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Miami, Florida 33161

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FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
97 APR 30 PM 1:11

TELEPHONE (305) 892-4535  
TELECOPIER (305) 893-7499

TRANSMITTAL LETTER

DATE: April 10, 1997

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

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-04/30/97--01055--007  
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SUBJECT: Hoopland, Inc.

Enclosed is the signed original and two (2) copies of the Articles of Incorporation for Hoopland, Inc. Also please find a check in the amount of One Hundred Twenty Two dollars and 50/xx (\$122.50) for the filing and certified copy fees.

Please process this at your earliest opportunity and return the certified copy of the Articles of Incorporation to this office.

Thank you for your assistance. If you have any questions, please do not hesitate to call us.



Marc Anthony Douthit, Esq.  
10800 Biscayne Blvd.  
Suite 950  
Miami, FL 33161  
(305) 892-4535

ARTICLES OF INCORPORATION  
OF  
HOOPLAND USA, Inc.

SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
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The undersigned incorporator/subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under and pursuant to the laws of the State of Florida.

Article I. Name and Principal Place of Business

HOOPLAND USA, INC.

The principal place of business and the mailing address of this corporation shall be 10800 Biscayne, Suite 950, Miami, FL 33168.

Article II. Term of Existence

This corporation shall have perpetual existence and shall be deemed to have commenced its corporate existence on the date of filing of these Articles of Incorporation.

Article III. Nature of Business

This Corporation is formed pursuant to Florida Statutes. The Corporation shall be entitled to perform all acts allowable under law.

Article IV. Capital Stock

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 2,000,000 shares of common stock having par value of \$.10 per share. The Corporation shall have the right to authorize additional shares of common stock or to create other classes of stock which its officers and/or directors deem appropriate from time to time.

Article V. Preemptive Rights

The corporation elects to have preemptive rights pursuant to Section 607.0630, Florida Statutes, as amended from time to time.

Article VI. Indemnification

The corporation shall indemnify each officer and director, including former officers and directors to the full extent by law.

Article VII. Address

The street address of the initial registered office of the corporation shall be, 10800 Biscayne Blvd., Suite 950, Miami, Florida, 33168 and the name of the initial registered agent of the corporation at that address is Marc Anthony Douthit, Esq.

Article VIII. Directors

This corporation shall have no directors, initially. The affairs of the corporation will be managed by the shareholders until such time directors are designated as provided by the Bylaws. If and when directors are ultimately provided for and elected, they may take action without meetings in compliance with the Bylaws of the Corporation.

Article IX. Incorporator/Subscriber

The name and street address of the incorporator/subscriber to these Articles of incorporation is: Marc Anthony Douthit, Esq. 10800 Biscayne Blvd., Suite 950, Miami, FL 33168.

Article X. Powers

The corporation shall have the following powers:

a. To have perpetual succession by its corporate name unless a limited period of duration is stated in its articles of incorporation;

b. To sue and be sued, complain and defend in its corporate in all actions or proceedings;

c. To have a corporate seal, which may be altered at its pleasure, and to use the same by causing it or a facsimile thereof to be impressed, affixed or in any other manner reproduced;

d. To purchase, take, receive, lease or otherwise acquire, own hold, improve, use and otherwise deal in and with real or personal property or any interest therein, wherever situated;

e. To sell, convey, mortgage, pledge, create a security in, lease, exchange, transfer and otherwise dispose of all or any part of its property and assets;

f. To lend money to, and use its credit to assist its officers and employees in accordance with Florida Statutes;

g. To purchase, take, receive, subscribe for or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge or otherwise dispose of and otherwise use and deal in and with, shares or other interests in, or obligations of, other domestic or foreign corporations, associations, partnerships, or individuals, or direct or indirect obligations of the United States or of any other government, state, territory, governmental district, or municipality or of any instrumentality thereof;

h. To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises, and income; .

i. To lend money doe its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested;

j. To conduct its business, carry on its operations, and have offices and exercise the powers granted by this act within or without this state;

k. To elect or appoint officers and agents of the corporation and define their duties and fix their compensation;

l. To make and alter bylaws, not inconsistent with its articles of incorporation or with the laws of the state, for the administration and regulation of the affairs of the corporation;

m. To make donations for the public welfare or for charitable, scientific or educational purposes;

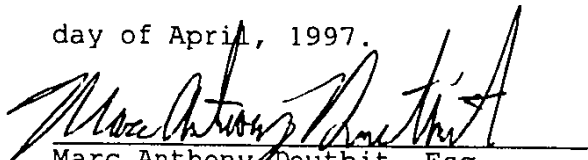
n. To transact any lawful business which the board of directors shall find will be in aid of governmental policy;

o. To pay pensions and establish pension plans, profit sharing plans, stock bonus plans, stock option plans, and other incentive plans for any or all of its directors, officers, and employees and for any or all of the directors, officers, and employees of its subsidiaries;


p. To be promoter, incorporator, general partner, limited partner, member, associate, or manager of any corporation, partnership, limited partnership, joint venture, trust or other enterprise;

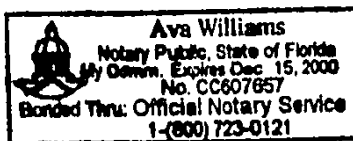
q. To have and exercise all other lawful powers necessary or convenient to effect its purposes.

The Undersigned executed these Articles of Incorporation this 7<sup>th</sup> day of April, 1997.

  
Marc Anthony Douthit, Esq.  
Incorporator/Subscriber

The foregoing instrument was acknowledged before me on the 10th day of April, 1997 by Marc Anthony Douthit, who is personally known to me or who has produced \_\_\_\_\_ as identification, and who executes the foregoing Articles of Incorporation and acknowledges to and before me that he executes said instrument for the purposes therein expressed.

  
NOTARY PUBLIC, State of Florida  
at Large  
MY COMMISSION EXPIRES:

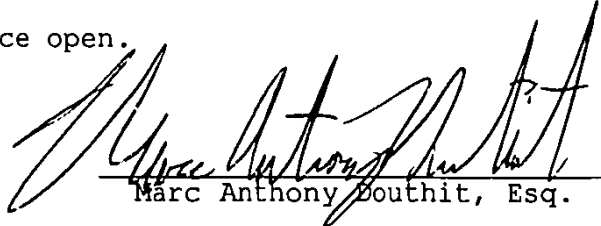


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ACCEPTANCE BY RESIDENT AGENT

In compliance with Section 48.091, Florida Statutes, Hooplant, Inc., with its principal offices located at 10800 Biscayne Blvd., Suite 950, Miami, FL 33161, has named Marc Anthony Douthit, Esq. whose address is 10800 Biscayne Blvd., Suite 950, Miami, FL 33161 as its agent to accept process within the State.

ACKNOWLEDGMENT: Having been named Resident Agent and designated as the person authorized to accept service of process for the above-stated corporation, at the place designated in this certificate, I hereby accept the appointment to act in said capacity, and agree to comply with the provisions of said Act relative to keeping said office open.

  
Marc Anthony Douthit, Esq.