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DAVID M. BOVI, P.A.

FILED

David M. Bovi  
Counselor At Law  
LL.M. Securities Regulation

97 MAY -6 PM 1:47

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The Comeau Building  
319 Clematis Street • Suite 804  
West Palm Beach, FL 33401

Phone (561) 655-0665  
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May 2, 1997

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

100002167051--7  
-05/06/97--01043--007  
\*\*\*140.00 \*\*\*\*\*70.00

Re: Harbor Town Holding Group I, Inc.  
Harbor Town Holding Group II, Inc.

Enclosed are the original and one copy of the articles of incorporation for the two above-named proposed Florida corporations. Also enclosed is a check in the amount of \$140.00, representing the filing fees for the two above-named proposed Florida corporations.

Thank you for your assistance in this matter.

Sincerely,



David M. Bovi  
David M. Bovi, P.A.  
319 Clematis Street, Suite 804  
West Palm Beach, FL 33401

QN 5-9-97

ARTICLES OF INCORPORATION  
OF  
HARBOR TOWN HOLDING GROUP I, INC.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I. CORPORATE NAME.

The name of this corporation is Harbor Town Holding Group I, Inc.

ARTICLE II. PRINCIPAL OFFICE.

The principal place of business and mailing address of this corporation are 324 Datura Street, Suite 330, West Palm Beach, Florida 33401.

ARTICLE III. CAPITAL STOCK.

The number of shares of stock that this corporation is authorized to have outstanding at any one time is 20,000,000 shares of common stock, no par value.

ARTICLE IV. INITIAL REGISTERED AGENT AND OFFICE.

The name and address of the initial registered agent are Ronald W. Hayes, Jr., 324 Datura Street, Suite 330, West Palm Beach, Florida 33401.

ARTICLE V. INCORPORATORS.

The name and street address of the incorporator to these articles of incorporation are David M. Bovi, P.A., 319 Clematis Street, Suite 804, West Palm Beach, FL 33401.

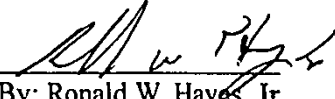
The undersigned incorporator has executed these articles of incorporation on May 2, 1997.



David M. Bovi, P.A.  
David M. Bovi, President

**Acceptance of Registered Agent**

Having been named to accept service of process for Harbor Town Holding Group I, Inc., at the place designated in the articles of incorporation, the undersigned is familiar with and accept the obligations of that position pursuant to F.S. 607.0501(3)

  
By: Ronald W. Hayes, Jr.  
Date: May 2, 1997

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA