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TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY
CONTACT: RAY STORMONT
PHONE: (305)541-3694

ACCT#: 072450003255

FAX #: (305)541-3770

NAME: H.W.H. PROPERTIES, INC.

AUDIT NUMBER.....H97000007962

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

PAGES..... 4

CERT. COPIES.....1

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PA 5/15/97

H97000007962 ARTICLES OF INCORPORATION
OF
H.W.H. PROPERTIES, INC.

THE UNDERSIGNED, for the purpose of forming a corporation for profit pursuant to Chapter 621, Florida Statutes, does hereby adopt the following Articles of Incorporation.

WITNESSETH:

ARTICLE I
NAME

The name of the corporation is:

H.W.H. PROPERTIES, INC.

ARTICLE II
DURATION

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

ARTICLE III
PURPOSES

This corporation is organized for the purpose of transacting transacting any and all lawful business.

ARTICLE IV
CAPITAL STOCK

This corporation is authorized to issue 1000 shares of \$.05 per value common stock.

ARTICLE V
QUORUM FOR SHAREHOLDER'S MEETINGS

Unless otherwise provided for in the corporation's bylaws, a majority of the shares entitled to vote, represented in person or by proxy, shall be required to constitute a quorum at a meeting of shareholders.

ARTICLE VI
INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The street address of the initial registered office of this corporation is 2455 East Sunrise Boulevard, Suite 917, Fort Lauderdale, Florida, 33304, and the name of the initial registered agent of this corporation at such address is Harold S. Bofshever, Esq.

This instrument prepared by:
Harold S. Bofshever, Esq.,
2455 E. Sunrise Blvd.
Suite 917
Ft. Lauderdale, Florida 33304
(954) 563-2727
Florida Bar No. 210064

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**ARTICLE VII
INITIAL BOARD OF DIRECTORS**

This corporation shall have one director initially. The number of directors may be either increased or diminished from time to time in the manner provided in the Bylaws, but shall never be less than one. The name and address of the initial director of the corporation is as follows:

Hans-Wilko Heissenberg
c/o Harold S. Bofshever
2455 East Sunrise Boulevard
Suite 917
Fort Lauderdale, FL 33304

**ARTICLE VIII
INCORPORATION**

The name and address of the corporation's incorporator is:

Hans-Wilko Heissenberg
c/o Harold S. Bofshever
2455 East Sunrise Boulevard
Suite 917
Fort Lauderdale, FL 33304

**ARTICLE IX
INDEMNIFICATION**

The corporation shall indemnify its officers, directors and authorized agents for all liabilities incurred directly, indirectly or incidentally to services performed for the corporation to the fullest extent permitted under Florida law existing now or hereinafter enacted.

**ARTICLE X
PRINCIPAL OFFICE AND MAILING ADDRESS**

The principal office and mailing address of the corporation is:

c/o Harold S. Bofshever
2455 East Sunrise Boulevard
Suite 917
Fort Lauderdale, FL 33304

IN WITNESS WHEREOF, I have subscribed my name this 14th day of May, 1997.

HANS-WILKO HEISSENBERG
Incorporator

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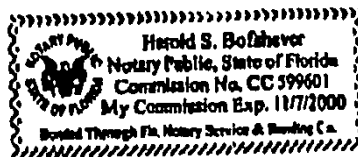
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STATE OF FLORIDA)
COUNTY OF BROWARD)

The foregoing instrument was acknowledged before me this 4 day of May, 1997, by HANS-WILKO HEISSENBERG, who did take an oath. Such person is personally known to me or has produced _____ as identification.

NOTARY PUBLIC - State of Florida

My commission expires:



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CERTIFICATE DESIGNATING (OR CHANGING) PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

In pursuance of Chapter 607.34, Florida Statutes, the following is submitted, in compliance with said Act:

That H.W.H. PROPERTIES, INC., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation at the City of Fort Lauderdale, County of Broward, State of Florida has named HAROLD S. BOFSHEVER, located at 2455 East Sunrise Boulevard, Suite 917, of Fort Lauderdale, County of Broward, State of Florida, as its agent to accept service of process within this state.

Having been named to accept service of process for the above stated corporation, at place designated in this certificate, I hereby accept to act in this capacity and agree to comply with the provision of said Act relative to keeping open said office.


HAROLD S. BOFSHEVER
Registered Agent

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