

MADELINE PIERO
7860 CAMINO REAL #L-306
MIAMI, FL 33143

MAY 20, 1997

P97000049009

SECRETARY OF STATE
DIVISION OF CORPORATIONS
PO BOX 6327
TALLAHASSEE, FL 32314

300002188163--3
-05/22/97--01070--010
****122.50 ****122.50

RE: HIGHTOP CONSULTING, INC.

DEAR SIR:

ENCLOSED PLEASE FIND AN ORIGINAL AND ONE COPY OF THE ARTICLES OF INCORPORATION, TOGETHER WITH MY CHECK IN THE AMOUNT OF \$122.50, REPRESENTING THE COST OF FILING FEES, CERTIFIED COPY OF ARTICLES OF INCORPORATION AND FEE FOR REGISTERED AGENT DESIGNATION FOR THE ABOVE CORPORATION.

YOURS TRULY,

Madeline Piero
MADELINE PIERO

ENCLOSURE

Dmc
6-3-97

WAT
PH
6/3/97
97 JUN -2 PM 4:18
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

May 23, 1997

MADELINE PIERO
7860 CAMINO REAL #L-306
MIAMI, FL 33143

SUBJECT: HIGHTOP CONSULTING, INC.
Ref. Number: W97000012213

We have received your document for HIGHTOP CONSULTING, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

According to section 607.0202(1)(b) or 617.0202(1)(b), Florida Statutes, you must list the corporation's principal office, and if different, a mailing address in the document. If the principal address and the registered office address are the same, please indicate so in your document.

We regret that we were unable to contact you by phone. Please return the corrected document with a letter providing us with a telephone number where you can be reached during working hours.

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) 487-6915.

Pamela Hall
Document Specialist

Letter Number: 697A00028239

Correction Made

ARTICLES OF INCORPORATION

OF

HIGHTOP CONSULTING, INC.

FILED

97 JUN -2 PM 4: 18

SECRETARY OF STATE

The undersigned subscribers to these Articles of Incorporation, each a natural person competent to contract, do hereby associate together to form a corporation for profit under the laws of the State of Florida. Corporate existence shall commence upon the filing of the Articles of Incorporation by the Department of State.

ARTICLE I.

The name of the corporation is **HIGHTOP CONSULTING, INC.** The principal place of business of the corporation will be 15463 Durnford Drive, Miami Lakes, FL 33014.

ARTICLE II.

General nature of the business or businesses to be transacted by this corporation is:

- (a) To do any and all of the acts and to exercise any and all of the powers now or hereafter authorized under the laws of the United States and the State of Florida to be done or exercised by corporations organized for profit.
- (b) To do any and all of the things herein set forth and everything necessary, suitable or proper for the accomplishment of any of the purposes, of the attainment of any of the objects, or the furtherance of any of the powers, of which shall appear to be conducive or expedient for the protection or benefit of this corporation to the same extent as natural persons might or could do, and in any part of the world

as principal, agent, contractor, or otherwise, and either alone or

in association with other corporations, firms, or individuals.

ARTICLE III.

The maximum number of shares of stock authorized to be issued by this corporation is 1,000 share of capital stock, no par value, all of which shall have the same rights and privileges. Each share of capital stock shall entitle the holder thereof to one (1) vote at any stockholder's meeting and otherwise to participate in all such meetings and in the assets of the corporation. They shall be issued for such considerations as may be determined by the Board of Directors. They may be paid for in lawful money of the United States of America, or in such property, labor or services. In the absence of fraud, the judgment of the Directors as to the value of property or services received in consideration for the issuance of stock shall be conclusive and binding upon all persons whomsoever.

No stockholder of the corporation shall, because of his ownership of stock, have a pre-emptive or other right to purchase, subscribe for, or take any part of any stock or any part of the notes, debentures, bonds or other securities convertible into or carrying options or warrants to purchase stock of the corporation issued, optioned, or sold by after its incorporation. Any part of the capital stock and any part of the notes, debentures, bonds, or o other securities convertible into or carrying options or warranties to purchase stock of the corporation authorized by this Certificate of Incorporation or by an Amended

of by the corporation pursuant to a resolution of its Board of Directors to such persons and upon such terms as may to such Board seem proper without first offering such stock or securities or any part thereof to existing stockholders.

ARTICLE IV.

This corporation shall have perpetual existence unless dissolved according to law.

ARTICLE V.

The street address of the initial registered office will be 66 West Flagler Street, Th Floor, Miami, FL 33130. The name of the registered agent at such address will be **Madeline Piero.**

ARTICLE VI.

The corporation shall have four (4) Directors initially. The number of Directors may be increased or diminished from time to time By-Laws adopted by the stockholders. Vacancies on the Board of Directors may be filled in any special meeting of the stockholders or at any meeting of the Directors. Directors need not be stockholders of the corporation. They shall hold office after their election for a period of one (1) year or until their successors are duly elected and qualified, subject to their removal by the stockholders at any time with or without cause.

The Board of Directors shall have complete charge of the business of the corporation and shall have the power to elect committees of the Board and to delegate to them, as well as to the officers of the corporation, such powers in the conduct of the corporation business as may be deemed advisable. The Board of Directors shall elect the officers of the corporation, who shall consist of a President, Vice President, Secretary

corporation business as may be deemed advisable. The Board of Directors shall elect the officers of the corporation, who shall consist of a President, Vice President, Secretary and Treasurer and such officers as the Board of Directors may deem advisable and shall determine the compensation of such officers, including those who may also be Directors. None of these officers are required to be stockholders of the corporation. All such officers shall have such rank, tenure of office, powers and duties as may be prescribed by the By-Laws or Directors by appropriate resolution.

The Board of Directors shall have full power to specify the conditions upon which stock certificates shall be issued and to replace lost or destroyed certificates by new issue.

ARTICLE VII.

The names and street addresses of the members of the first Board of Directors are:

Javier Robles
15463 Durnford Drive
Miami Lakes, FL 33014

President

Rick Seara
13759 SW 145 Terrace
Miami, FL 33186

Vice President

Joanna Robles
15463 Durnford Drive
Miami Lakes, FL 33014

Secretary

Marilyn Seara
13759 SW 145 Terrace
Miami, FL 33186

Treasurer

ARTICLE VIII.

The names and street addresses of the subscribers of these Articles of
Incorporation are:

Javier Robles
15463 Durnford Drive
Miami Lakes, FL 33014

Rick Seara
13759 SW 145 Terrace
Miami, FL 33186

Joanna Robles
15463 Durnford Drive
Miami Lakes, FL 33014

Marilyn Seara
13759 SW 145 Terrace
Miami, FL 33186

ARTICLE IX.

No contract or other transaction between the corporation and any other corporation shall be affected or invalidated by the fact that any one or more of the Directors of this corporation is or are interested in, or is or are a Director or Directors or officer or officers of such other corporation, and no contract or other transaction between the corporation and any other person or firm shall be affected or invalidated by the fact that any one or more Directors of this corporation is a party to, or are parties to, or interested in such contract or transaction; provided that in each such case, the nature of and the extent of such Director or directors and such contract or other transaction or the fact that such Director or Directors is or are a Director or Directors or officer or officers of such other corporation is disclosed at the meeting of the Board of Directors at which such contract or other transaction is authorized.

ARTICLE X.

The corporation shall indemnify every Director or officer, his heirs, executors, and administrators against: Expenses reasonably incurred by him in connection with any action, suit or proceeding which he may be made a party by reason of his being or having been a Director or officer of the corporation, or at its request of any other corporation which is a stockholder or creditor from which he is not entitled to be indemnified, except in relation to matters as to which he shall finally be adjudged in such action, suit or proceeding to be liable for negligence or misconduct. In the event of a settlement, indemnification shall be provided only in connection with such matters covered by the settlement as to which the corporation is advised by counsel that the person to be indemnified did not commit such a breach of duty. The foregoing right of indemnification shall not be exclusive of other rights to which he may be entitled.

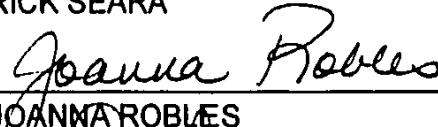
IN WITNESS WHEREOF, we have set our hands this 20 day of May, 1997.



JAVIER ROBLES



RICK SEARA



JOANNA ROBLES



MARILYN SEARA

STATE OF FLORIDA

.SS

COUNTY OF DADE

The foregoing instrument was executed this 20th day of May, 1997 by Javier Robles and Joanna Robles, who are personally known to me, and who are known to be the persons described in and who subscribed the foregoing Articles of Incorporation, and who acknowledged before me that they executed the same freely and voluntarily for the uses therein expressed.

[Signature]

Notary Public

GERTRUDIS RODON

(Printed Name)



GERTRUDIS RODON
My Commission CC621957
Expires Jan. 02, 2000

STATE OF FLORIDA

.SS

COUNTY OF DADE

The foregoing instrument was executed this 20th day of May, 1997 by Rick Seara and Marilyn Seara, who are personally known to me, and who are known to be the persons described in and who subscribed the foregoing Articles of Incorporation, and who acknowledged before me that they executed the same freely and voluntarily for the uses therein expressed.

[Signature]

Notary Public

GERTRUDIS RODON

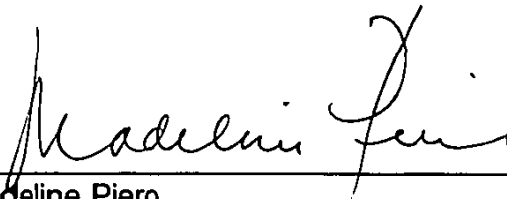
(Printed Name)



GERTRUDIS RODON
My Commission CC621957
Expires Jan. 02, 2000

DESIGNATION OF RESIDENT AGENT

The undersigned hereby accepts the designation as Resident Agent of HIGHTOP CONSULTING, INC. pursuant to Article V of the Articles of Incorporation heretofore filed with the State. The initial registered office will be 66 West Flagler Street, 9th Floor, Miami, FL 33130.



Madeline Piero

FILED
97 JUN -2 PM 4:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The foregoing instrument was executed on

May 20, 1997 by
Madeline Piero, who is personally known
to me.



Notary Public

GERTRUDIS RODON

(Printed Name)



GERTRUDIS RODON
My Commission CC521957
Expires Jan. 02, 2000