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THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 431108 8306A

AUTHORIZATION :

Patricia Pizito

COST LIMIT : \$ 122.50

ORDER DATE : June 17, 1997

ORDER TIME : 11:27 AM

ORDER NO. : 431108-005

400002214894--0

CUSTOMER NO: 8306A

CUSTOMER: Ms. Carol L. Rosen
MANELLA & KLAPHOLZ, LLP.

Suite 212
2500 Hollywood Boulevard
Hollywood, FL 33020

DOMESTIC FILING

NAME: H H & R, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Deborah Schroder

EXAMINER'S INITIALS:

TALLAHASSEE, FLORIDA

97 JUN 17 PM 3:11

DIVISION OF CORPORATION

97 JUN 17 PM 2:08

RECEIVED

97 JUN 17 1997

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FILED

ARTICLES OF INCORPORATION

97 JUN 17 PM 3:11

OF

TALLAHASSEE, FLORIDA

H H & R, INC.

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

H H & R, INC.

The address of the principal office of this corporation shall be c/o Ross H. Manella, P.A., 2500 Hollywood Boulevard, Suite 212, Hollywood, Florida 33020, and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 100 shares of common stock having no par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 2500 Hollywood Boulevard, Suite 212, Hollywood, Florida 33020, and the name of the initial registered agent of the corporation at that address is Ross Manella.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. PREEMPTIVE RIGHTS

The corporation elects to have preemptive rights.

ARTICLE VII. DIRECTORS

This corporation shall have two directors, initially. The names and street addresses of the initial members of the Board of Directors are:

NAME	ADDRESS
Harvey Goldberg	c/o Ross H. Manella, P.A. Suite 212 2500 Hollywood Boulevard Hollywood, Florida 33020
Eric Alleyn	Same

ARTICLE VIII. OFFICERS

The names and addresses of the initial officers of the corporation who shall hold office for the first year of the corporation, or until their successors are elected or appointed are:

NAME	ADDRESS
Harvey Goldberg Pres./Sec.	c/o Ross H. Manella, P.A. Suite 212 2500 Hollywood Boulevard Hollywood, Florida 33020
Eric Alleyn V. Pres./Treas.	Same

ARTICLE IX. INDEMNIFICATION

The corporation may indemnify any officer, director, employee, or agent or any former officer, director, employee, or agent to the extent permitted by law.

ARTICLE X. MEETINGS BY CONFERENCE CALL

Numbers of the Board of Directors may participate in special meetings of the Board of Directors by means of a conference telephone call as provided by law, but regular meetings of the Board of Directors must be attended in fact and in person by each candidate.

ARTICLE XI. RESTRICTION OF NEW STOCK

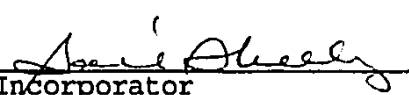
No new corporate shares of any class shall be authorized or issued without the express written unanimous consent of shareholders. Minority shareholders shall consent to authorization and issuance of additional shares where minority interest are satisfactorily protected from dilution of their interest without requirement of additional consideration for such protection.

ARTICLE XII. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation:

Corporation Service Company
1201 Hays Street
Tallahassee, Florida 32301

The undersigned incorporator has executed these Articles of Incorporation on June 17, 1997.



Incorporator
Its Agent, Gail Shelby

DAS/das

ROSS MANELLA, ESQ., an individual residing in this State having a business office identical with the registered office of the corporation named below, and having been designated as Registered Agent in the above and foregoing Articles of Incorporation of:

is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

91 JUL 17 PM 3:11
TALLAHASSEE, FLORIDA