

1297000054849

Miami, June 14, 1997

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
P.O. BOX 6327
TALLAHASSEE, FL. 32314

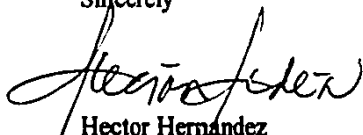
REF: ARTICLES OF INCORPORATIONS
Hp & Er ASSOCIATES, INC.
E.I.N. 65-0759848

600002218106--3
-06/20/97--01037--008
*****70.00 *****70.00

Dear Sir:

Please find attached, *ARTICLES OF INCORPORATIONS*, from Hp & Er Associates, INC.
and the payment.

Sincerely



Hector Hernandez
Presidente

FILED
97 JUN 20 AM 9:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

6/22/97
6/23/97

ARTICLES OF INCORPORATION OF

Hp & Er Associates, Inc.

ARTICLE - I - NAME

The name of this corporation is:

Hp & Er Associates, Inc.

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SECRET
TALLAHASSEE, FLORIDA

ARTICLE - II - DURATION

This Corporation shall have perpetual existence, unless sooner dissolved in accordance with the laws of the state of Florida. Corporate existence shall commence at the time of filing of the Articles by the Department of State. State of Florida.

ARTICLE - III - PURPOSE

- To have a corporate seal, which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed, affixed, or in any other manner reproduced.
- 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.
- To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer, and otherwise dispose of all or any part of its property and assets.
- To lend money to, and use its credit to assist, its officers and employees.

- 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 an 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.
- 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.
- To lend money for its corporate purposes, invest and reinvest its funds, and take an hold real and personal property as security for the payment of funds so loaned or invested.
- To conduct its business, carry on its operations, and have offices and exercise the powers granted by this act within or without this state.
- To elect or appoint officers and agents of the corporation and define their duties and fix their compensation.
- To make an alter bylaws, not inconsistent with its articles of incorporation or with the laws of this state, for the administration and regulation of the affairs of the corporation.
- To make donations for the public welfare or for charitable, scientific, or educational purposes.
- To transact any lawful business which the board of directors shall find will be in air of governmental policy.
- To pay pensions and establish and carry out pension plans, profit sharing plans, stock bonus plans, stock option plans, retirement plans, benefit plans, and other incentive and compensation 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.
- To provide insurance for its benefit on the life of any of its directors, officers, or employees, or on the life or any shareholder for the purpose of acquiring at his death shares of its stock owned by the shareholder or by the spouse or children of the shareholder.

- To be a promoter, incorporator, general partner, limited partner, member, associated, or manager of any corporation, partnership, limited partnership, joint venture, trust, or other enterprises.
- To have and exercise all powers necessary or convenient effect its purposes.
- To act as a general financial consultant broker, and dealer on the foreign exchange market, money market and commodities market.
- This corporation is organized for the purpose of transacting any and all lawful business not provided herein.

ARTICLE - IV - CAPITAL STOCK

This corporation is authorized to issue 100 shares of one dollar (\$1.00) stock which shall be designated "COMMON SHARES".

ARTICLE - V - PREEMPTIVE RIGHTS

Every stockholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE - VI - INITIAL REGISTERED OFFICE AND AGENT AND PRINCIPAL OFFICE

The street address of the initial registered office and the principal office of this corporation is :

***12430 SW 192nd TER
Miami, Fl. 33177
(305) 252-7992***

and the name of the initial registered agent of this corporation at that address is:

Hector H. Hernandez.

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 by the by-laws but shall never be less than one. The name and address of the initial director of this corporation is

Hector H. Hernandez
12430 SW 192nd TER
Miami, Fl 33177
(305) 252-7992

President
50 %

Edith Rodriguez
5579 W 17th AVE
Hialeah, Fl 33012
(305) 557-3266

Vice President, Secretary & Treasurer
50 %

ARTICLE - VIII - INCORPORATOR

The name and address of the person signing these articles is

Hector H. Hernandez
12430 SW 192nd TER
Miami, Fl 33177

ARTICLE - IX - BY-LAWS

The power to adopt, alter, amend or repeal by-laws be vested in the Board of Directors and the shareholders.

ARTICLE - X - CALLING OF SPECIAL MEETINGS

Special meetings of shareholders may be called by the Board of Directors or the holders of not less than one tenth of all the shares entitled to vote at the meeting.

ARTICLE - XI - SHAREHOLDER QUORUM AND VOTING

The majority of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of shareholders. If a quorum is present, the affirmative vote of the majority of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders.

ARTICLE - XII - APPROVAL OF SHAREHOLDERS REQUIRED FOR MERGER

The approval of the shareholders of this corporation to any plan of merger shall be required in every case, whether or not such approval is required by law.

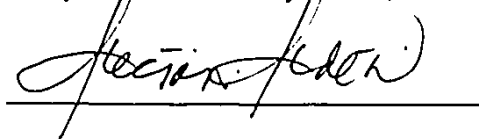
ARTICLE - XIII - INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE - XIV - AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these articles of incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this reservations.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 12th day of June, 1997.

A handwritten signature in cursive script, appearing to read "Jason Allen", is written over a horizontal line.

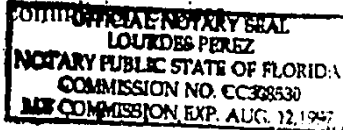
INCORPORATOR

STATE OF FLORIDA

COUNTY OF DADE

The foregoing instrument was acknowledged before me this 12th day of June, 1997
by Hector H Hernandez who is personally know by me.

My Comm.



Louderes Perez
NOTARY PUBLIC

The undersigned, having been named as initial registered Agent of the Corporation
in the foregoing Articles of Incorporation hereby accept said office and will serve
in said capacity.

Hector H. Hernandez
REGISTERED AGENT

FILED
97 JUN 20 PM 9 37
SECRETARY
TALLAHASSEE