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K & K Accounting & Tax Service, Inc. 4700 N. State Road 7 Suite 221 Fort Lauderdale, Florida 33319 (305) 485-5252 Fax (305) 485-4045

June 6, 1997

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

Dear Sirs:

Enclosed are two (2) Copies of Articles of Incorporation of H & B ENTERPRISES OF SOUTH FLORIDA, INC., the appointment of registered agent for filing purposes.

Also, enclosed is a check for \$70.00 to cover charter tax, filing fees, registered agent filing fee. No certified copy is requested at this time.

Thank you for your prompt attention to this matter.

Please remit the approved Articles of Incorporation to the above address. 500002218235--1 -06/20/97--01047--010

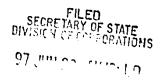
Very Sincerely,

K & K Accounting & Tax, Inc.

Donna Kent, Accountant

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*****70.00 *****70.00



ARTICLES OF INCORPORATION

OF

H & B ENTERPRISES OF SOUTH FLORIDA, INC.

The Undersigned, acting as Incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation.

- The name of the corporation is as follows:
 H & B ENTERPRISES OF SOUTH FLORIDA, INC.
- 2. The period of its duration is perpetual.
- 3. The purpose is to engage in any activities or business permitted under the laws of the United States and the state of Florida.
- 4. The capital stock authorized, the par value thereof, and the characteristics of such stock shall be as follows: 1,000 shares at par value of \$1.00 per share, common stock. All of the stock shall be payable in cash or other property, real or personal, tangible or intangible, or in labor or services actually performed for the corporation, in lieu of cash, at a just valuation to be fixed by the Board of Directors of this corporation.

- 5. This corporation shall commence to exist on the date which the Articles of Incorporation are filed in the Office of the Secretary of the State of Florida.
- 6. The principal office, registered agent, and registered office address is:

MARCOS HERNANDEZ 1141 SOUTHWEST 24 AVENUE FT. LAUDERDALE, FLORIDA 33312

7. The number of directors constituting its initial board of Directors is two (2), whose name and address is as follows:

MARCOS HERNANDEZ - 88 #265-21-6572 1141 SOUTHWEST 24 AVENUE FT. LAUDERDALE, FLORIDA 33312

PATRICK BLACKWELL - 88 #593-22-9966 1141 SOUTHWEST 24 AVENUE FT. LAUDERDALE, FLORIDA 33312

8. The name and address of the initial incorporators is as follows:

MARCOS HERNANDEZ - 500 SHARES 1141 SOUTHWEST 24 AVENUE FT. LAUDERDALE, FLORIDA 33312

PATRICK BLACKWELL - 500 SHARES 1141 SOUTHWEST 24 AVENUE FT. LAUDERDALE, FLORIDA 33312 9. This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation. "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation".

SIGNED ON THE FOLLOWING DATE: 6-6-, 1997.

Marcor Herronol . MARCOS HERNANDEZ - Registered Agent

FILED SECRETARY OF STATE DIVISION OF COMPORATIONS

Marco Mundez - Incorporator

PATRICK BLACKWELL - Incorporator

SWORN TO AND SUBSCRIBED

BEFORE ME THIS 6 DAY OF JUNE, 1997.

STATE OF FLORIDA

88# 265-21-6572

COUNTY OF BROWARD)

BEFORE ME, the undersigned authority, duly authorized to administer oaths and take acknowledgements, personally appeared MARCOS HERNANDEZ and PATRICK BLACKWELL, who, after first being duly sworn, deposes and says that they are the persons described in and who subscribed to the Articles of Incorporation, and they did freely and voluntarily acknowledge before me according to law that they made and subscribed the same for the uses and purposes therein mentioned and set forth and furthermore, that the above facts are true and correct to the best of their knowledge and belief of MARCOS HERNANDEZ and PATRICK BLACKWELL.

SWORN TO AND SUBSCRIBED before me this _____ day of

June, 1997.

My Commission Expires:

MOTARY PUBLIC STATE OF FLORIDA

LOURDES LAVASTIDA
MY COMMISSION # CC \$19175
EXPIRES: December 19, 1888
Bossied Thru Notary Public (Jacknownius)