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ACCOUNT	NO.	•	072100000032
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REFERENCE : 445369

COST LIMIT :

\$ 122.50

ORDER DATE: June 27, 1997

ORDER TIME : 10:50 AM

ORDER NO. : 445369-005

2000002226662---9

CUSTOMER NO:

8948A

CUSTOMER: Karen Block, Legal Assistant

JAMES L. CASE, ESQ

Suite 102

2810 East Oakland Park Blvd. Ft. Lauderdale, FL 33306

DOMESTIC FILING

NAME:

HBH TIFFANY CORP.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

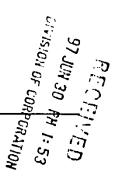
__ CERTIFIED COPY

_ PLAIN STAMPED COPY

CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Andrew Cumper

EXAMINER'S INITIALS:



U 1 1997

ARTICLES OF INCORPORATION

OF

HBH TIFFANY CORP.

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:

HBH TIFFANY CORP.

The address of the principal office of this corporation shall be 22481 Pleasant Park Road, Conifer, Colorado 80433, 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 500 shares of common stock having \$1.00 par value per share.

ARTICLE IV. REGISTERED_AGENT

The street address of the initial registered office of the corporation shall be 1201 Hays Street, Tallahassee, Florida 32301, and the name of the initial registered agent of the corporation at that address is Corporation Service Company.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have three Directors, initially. The names and addresses of the initial members of the Board of Directors are:

Michael Harkey Dir.

2803 West Busch Boulevard, Suite 208

Tampa, Florida 33618

David C. Hennessy Dir.

22481 Pleasant Park Road Conifer, Colorado 80433

Joel Berkowitz

2115 Knaab Drive

Dir.

Bozeman, Montana 59715

ARTICLE VII. OFFICERS

The name 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:

Michael Harkey Pres.

2803 West Busch Boulevard, Suite 208

Tampa, Florida 33618

David C. Hennessy V.Pres./Sec./Treas.

22481 Pleasant Park Road Conifer, Colorado 80433

Joel Berkowitz V.Pres.

2115 Knaab Drive Bozeman, Montana 59715

ARTICLE VIII. PREEMPTIVE RIGHTS

The corporation elects to have preemptive rights.

ARTICLE IX. SPECIAL PROVISION

It is the intent of the Incorporator that the corporation will qualify under section 1244 of the Internal Revenue Code and shall take all actions necessary to obtain and maintain its status as an S corporation.

ARTICLE X. INCORPORATOR

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

Corporation Service Company 1201 Hays Street Tallahassee, Florida 32301 IN WITNESS WHEREOF, the undersigned agent of Corporation Service Company, has hereunto set their hand and seal of Corporation Service Company on June 30, 1997.

CORPORATION SERVICE COMPANY

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ts Agent, Karen B. Rozai

ACCEPTANCE OF REGISTERED AGENT DESIGNATED IN ARTICLES OF INCORPORATION

Corporation Service Company, a Delaware corporation authorized to transact business in this State, having a business office identical with the registered office of the corporation named above, and having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

CORPØRATION SERVICE COMPANY

Its Agent, Karen B. Roza

CLD/acp