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LAW OFFICES OF
GREGORY G. GAY, P.A.
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August 12, 1997

Corporate Records Bureau
Division of Corporations
Department of State
P.O. Box 6327
Tallahassee, FL 32301

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-08/15/97--01043--0016
****122.50 ****122.50

RE: HUDSON VENTURES, INC.

Dear Sir or Madam:

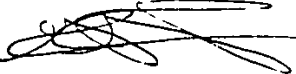
Enclosed please find Articles of Incorporation for HUDSON VENTURES, INC.

Enclosed is my check in the amount of \$122.50 for the following:

Filing Fee	\$ 35.00
Certified Copy	52.50
Registered Agent Designation	35.00
	<hr/>
	\$ 122.50

With very best regards, I am

Yours truly,



Gregory G. Gay, Esquire

GGG/mb

Enclosure

Dmc
8/18/97

F:\MARY\CORP\HUDSON.VEN

FILED
97 AUG 15 AM 9:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
HUDSON VENTURES, INC.

FILED
97 AUG 15 AM 9:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I.

NAME

The name of this corporation is HUDSON VENTURES, INC.

ARTICLE II.

DURATION

This corporation shall have perpetual existence.

ARTICLE III.

PURPOSE

The purposes for which this corporation is organized is for the transaction of any and all lawful business for which a corporation may be organized under Florida Statute 607.

ARTICLE VI.

CAPITAL STOCK

This corporation is authorized to issue 1,000 shares of One Dollar (\$1.00) par value common stock.

ARTICLE V.

PREEMPTIVE RIGHTS

Every shareholder, 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 (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

The street address of the initial registered office of this corporation is 15136 DENNIS DRIVE, HUDSON, FL 34669 and the name of the initial registered agent of this corporation at that address is STEPHEN A. SHINER.

ARTICLE VII.

INITIAL BOARD OF DIRECTORS

This corporation shall have three directors initially. The name and address of the directors of this corporation are:

STEPHEN A. SHINER
15136 DENNIS DRIVE
HUDSON, FL 34669

PATRICIA E. SHINER
15136 DENNIS DRIVE
HUDSON, FL 34669

CHRISTINA OPPEDISANO
15136 DENNIS DRIVE
HUDSON, FL 34669

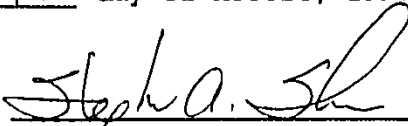
ARTICLE VIII

INCORPORATORS

The name and address of the person signing these articles is:

STEPHEN A. SHINER
15136 DENNIS DRIVE
HUDSON, FL 34669

IN WITNESS WHEREOF the undersigned subscriber has executed these Articles of Incorporation this 14 day of AUGUST, 1997.




STEPHEN A. SHINER

STATE OF FLORIDA

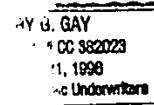
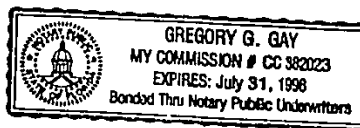
COUNTY OF PASCO

I HEREBY CERTIFY that on this 14th day of AUGUST, 1997, STEPHEN A. SHINER, personally appeared before me, the undersigned authority, to me well known to me to be the person described in the foregoing Articles of Incorporation, who acknowledged to me that he executed said Articles of Incorporation as his free and voluntary act and deed for the uses and purposes therein set forth and expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and seal
at New Port Richey, Pasco County, Florida, the day and year last
above written.



NOTARY PUBLIC
My Commission Expires:



FILED
97 AUG 15 AM 9:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS
WITHIN THIS STATE,
NAMING AGENT UPON WHOM SERVICE MAY BE SERVED

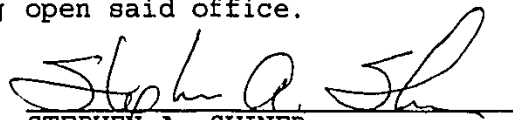
In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

That HUDSON VENTURES, INC., desiring to organize under the laws of the State of Florida with its principal place of business as 15136 DENNIS DRIVE, HUDSON, FL 34669, has named STEPHEN A. SHINER, 15136 DENNIS DRIVE, HUDSON, FL 34669 as its agent to accept service of process within this State at that address.


STEPHEN A. SHINER

ACKNOWLEDGMENT

Having been named to accept service of process for the above-stated corporation, at the place designated in this Certificate, I hereby accept to act in this capacity and agree to comply with the provisions of said Act relative to keeping open said office.


STEPHEN A. SHINER