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ACCOUNT NO. : 072100000032

REFERENCE : 510548 4363705

AUTHORIZATION :

COST LIMIT : \$ PREPAID

ORDER DATE : August 27, 1997

ORDER TIME : 10:16 AM

ORDER NO. : 510548-005

CUSTOMER NO: 4363705

CUSTOMER: Peter B. Smith, Esq
SMITH SMITH & WENDER

190 W. Palmetto Park Road

Boca Raton, FL 33432

DOMESTIC FILING

NAME: H. HOFFMAN CO., 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: James Guy

EXAMINER'S INITIALS: _____

FILED
97 AUG 27 PM 1:33
SEC. OF STATE
TALLAHASSEE, FLORIDA

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-08/27/97--01068--004
****122.50 ****122.50

RECEIVED
97 AUG 27 AM 11:29

1997-19876

SN AUG 27 1997

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PETER B. SMITH, P.A.
ATTORNEY AT LAW

190 WEST PALMETTO PARK RD. • BOCA RATON, FLORIDA 33432
TELEPHONE (561) 368-1156
FACSIMILE (561) 368-6915

August 25, 1997

Secretary of State
Division of Corporations
Tallahassee, FL 32314

Re: Articles of Incorporation
H. HOFFMAN CO., INC.

Dear Sir:

Enclosed please find executed form of Articles of Incorporation for filing in connection with the above-referenced matter. Also enclosed is check to your order in the amount of \$122.50, representing required filing fee.

Kindly register said corporation if all is in order, and forward certification of said registration at your earliest convenience.

Thank you for your attention to this letter.

Very truly yours,



Peter B. Smith

PBS:lmc
Enclosures



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

August 27, 1997

CSC NETWORKS
1201 HAYS ST.
TALLAHASSEE, FL 32301-2607

RESUBMIT

SUBJECT: H. HOFFMAN CO., INC.
Ref. Number: W97000019876

Please give original
submission date as file date.

We have received your document for H. HOFFMAN CO., INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The corporate name must be identical throughout the document.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6052.

Sandy Ng
Document Specialist

Letter Number: 097A00043200

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09/01/97

FILED
97 AUG 27 PM 1:33
SEC. OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
H. HOFFMAN CO., INC.

The undersigned subscribed to these Articles of Incorporation to form a corporation for profit under the laws of the State of Florida.

ARTICLE I

The name of the corporation shall be:

H. HOFFMAN CO., INC.

and its initial post office address and its principal office for the conduct of business is:

16 Northwoods Lane
Boynton Beach, Florida 33436

The Board of Directors may from time to time move the principal office to any other address in Florida.

ARTICLE II

The general nature of the business to be transacted by this corporation is:

(a) To carry on a general investment and management consultant and advisory business relating to investments and the operation of businesses, plants, properties, and real and personal property of every kind, in the United States and foreign countries, subject to the applicable laws thereof.

To carry on, in its own behalf and in behalf of others, whether as agents, consultants, advisers, independent contractors, or otherwise, a general investment and management advisory business relating to investments and the operation of business, plants, properties, real and personal property of every kind, in the United States and foreign countries, subject to the

Act of 1940, as amended, and as in effect from time to time, or any other federal securities laws, to the fullest extent permitted by applicable state and federal laws; and also to conduct any other business not prohibited by law. To maintain executive and operating personnel for the purpose of advising and assisting others in all matters relating to investments and the management and operation of businesses and other properties of every kind. To furnish business investment and management plans and programs, to formulate policies and generally to advise and assist others, under contract or otherwise, in the management of their businesses, plants, properties and investments. To buy and sell on its own behalf and on behalf of others in connection with the operation, management and development of individual and corporate businesses, projects and developments. To conduct research and to investigate businesses and enterprises of every kind and description throughout the world in order to secure information and data for capital investments, both for its own account and as agent for others.

To engage in consultant and advisory work in connection with the organization, financing, management, operation, and reorganization of industrial and commercial enterprises. To manage and to provide management for and supervise all or part of any and every kind of investment or business enterprise, and to contract or arrange with any corporation, association, partnership, or individual for the management, conduct, operation, and supervision of all kinds of investments and businesses. To advertise, promote, merchandise, and otherwise purvey the services authorized herein; to negotiate and contract with respect to furnishing of the same for or on behalf of any person, firm, or corporation, domestic or foreign; to enter into and

(b) To engage in the business of buying, selling, and otherwise dealing in or with, in any manner whatsoever, as broker, agent, or principal, and on commission or otherwise, options and all other manner of contracts respecting the purchase, sale, or other disposition of shares, bonds, notes, mortgages, debentures, and other securities or any interest therein.

To acquire in any manner, subscribe for, purchase and invest in for cash or on margin, receive, hold, own, assign, transfer, sell or otherwise dispose of, endorse, create a security interest in, pledge, or otherwise deal in or with shares of stock and bonds, mortgages, debentures, notes and other securities, obligations, contracts, and evidences of indebtedness (except bills of exchange) of any corporation, association, firm, individual, or government or subdivision thereof; to issue in exchange therefor shares of the capital stock, bonds, mortgages, debentures, notes, or other obligations of the Corporation or otherwise to make payment therefor in any lawful manner; to possess and exercise in respect thereof all the rights, powers, and privileges of individual owners or holders thereof, including the right to vote upon any thereof; insofar as a corporation of this character may lawfully do, to guarantee the payment of dividends upon shares of stock and the principal of and interest on bonds, mortgages, debentures, notes and other obligations, contracts, and evidences of indebtedness, and to aid in any other manner any corporation whose shares, bonds, or other obligations are held by the Corporation or in which the Corporation is in anywise interested; and to do anything for the preservation, protection, improvement, or enhancement of the value of any such shares, bonds, mortgages, debentures, notes, or other obligations, and to do anything designed for any such purpose.

conveyance, agreement for deed, or other lawful instrument, real estate or mixed property, located in the State of Florida or elsewhere, and generally to deal and traffic as owner, agent or broker, in real estate, personal and mixed property, and any interest or estate therein, including subdivisions, apartment houses, residences, stores, office buildings, manufacturing sites, and lot or parcels of land upon which they may be located, and to create, own, lease, sell, operate and deal in freehold and leasehold estates of any and all character whatsoever, and to be an investor in real and personal property.

(d) To carry on the business of holding company and to purchase and acquire any mercantile or commercial business, trade or enterprise permitted by the laws of the State of Florida, and to own, hold, operate, maintain, use, sell, or otherwise dispose of the same. To enter into or engage in any such business, trade or enterprise.

(e) Subject to the limitations prescribed and the Statutes of this State, to purchase, subscribe for or otherwise acquire, and to hold the shares, stocks or obligations of any company organized under the laws of this State or of any other State, or of any territory of the United States or of any foreign country, and to sell or exchange the same, or upon distribution of the assets or division of the profits, to distribute any such shares, stocks or obligations or proceeds thereof among the Stockholders of this company.

(f) Subject to limitations prescribed, and the requirements of the Statutes of this State, to borrow or raise money for any purpose of this company, and to secure the same and interest, or for any other purpose to mortgage all or any part of the property, corporeal or incorporeal rights or franchises of

of exchange, promissory notes or other obligations or negotiable instruments.

(g) Subject to the limitations prescribed, and the requirements of this State, to guarantee the payment of dividends or interest on any shares, stocks, debentures, or other securities issued by, or any other contract or obligations of any corporation described as aforesaid, whenever and provided the required authority be first obtained for the purpose, always subject to the limitations herein prescribed.

(h) The foregoing paragraphs shall be construed as enumerating the purposes, objects and powers of this corporation, and no recitation, expression or declaration of specific powers or purposes herein enumerated shall be deemed to be exclusive, but it is hereby expressly declared that all other lawful purposes, objects and powers not inconsistent herewith are hereby included, including the general powers set forth in Florida Statutes Annotated, as amended.

ARTICLE III

The maximum number of shares of stock of this corporation which it is authorized to have outstanding at any one time is seven thousand five hundred (7,500) shares of common stock at \$1.00 par value. Said capital stock shall be non-assessable and shall be payable in lawful money of the United States or in property, labor, or in services at a just valuation to be fixed by the stockholders at a meeting duly convened and held.

ARTICLE IV

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

ARTICLE V

The term for which this corporation shall exist shall be perpetual and the business of the corporation shall be conducted, carried on and managed by the officers of this corporation and a Board of Directors composed of one or more members, which number may be altered from time to time by the By-Laws of this corporation within the limitations prescribed by law.

The officers of this corporation shall be a President, a Vice-President, Secretary and Treasurer, and any other officer as the Board of Directors may deem expedient, one or more of which may be designated in the name of the same person.

ARTICLE VI

This corporation shall have two directors initially, and 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 names and addresses of the initial directors of this corporation are:

HERMAN W. HOFFMAN	16 Northwoods Lane Boynton Beach, Florida 33436
JUDITH HOFFMAN	16 Northwoods Lane Boynton Beach, Florida 33436

ARTICLE VII

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

HERMAN W. HOFFMAN	16 Northwoods Lane Boynton Beach, Florida 33436
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ARTICLE VIII

No contract, act or transaction of this corporation with any person or persons, firm or other corporation, in the

connected with such person, persons, firm or corporation, and each and every person who may become a director of this corporation is hereby relieved from any liability that might otherwise exist from thus contracting with this corporation in which he may vote upon any contract or other transaction between the corporation and any subsidiary or controlled company without regard to the fact that he is also a director of such subsidiary or controlled company. The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE IX

The street address of the initial registered office of this corporation is 16 Northwoods Lane, Boynton Beach, Florida 33436 and the name of the initial registered agent of this corporation located at 16 Northwoods Lane, Boynton Beach, Florida 33436 is Herman W. Hoffman.

ARTICLE X

These articles of incorporation of this corporation may be amended, changed, altered or repealed in the manner now or hereafter prescribed by the Florida Statutes and all rights conferred upon stockholders herein are granted subject to this reservation.

ARTICLE XI

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

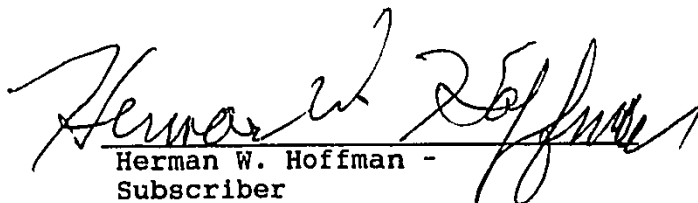
ARTICLE XII

The shareholders of this corporation shall be entitled to remove any director from office at any time with or without

ARTICLE XIII

The shareholders and directors of this corporation may take action by written consent, as provided by law.

IN WITNESS WHEREOF, the undersigned subscriber has executed these articles of incorporation this 26 day of Aug, 1997.


Herman W. Hoffman -
Subscriber

STATE OF FLORIDA :

COUNTY OF PALM BEACH :

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State aforesaid and in the County aforesaid to take acknowledgments, personally appeared HERMAN W. HOFFMAN, who is personally known to me and who is the same person described in and who executed the within instrument, and who acknowledged the same to be his free act and deed that he executed the same and did take an oath.

Witness my hand and official seal in the County and State last aforesaid this 26 day of Aug, 1997.



Notary Public

My Commission Expires:



PETER B. SMITH
MY COMMISSION # CC317533 EXPIRES
October 31, 1997
BONDED THRU THOMSON INSURANCE, INC.

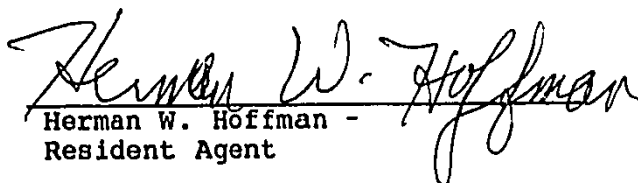
CERTIFICATE DESIGNATING PLACE OF BUSINESS OR
DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS
STATE, NAMING AGENT UPON WHOM PROCESS MAY BE
SERVED.

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

First--That H. Hoffman Co., Inc., desiring to organize
under the laws of the State of Florida, with its principal
office, as indicated in the Articles of Incorporation at 16
Northwoods Lane, Boynton Beach, Palm Beach County, Florida 33436
has named HERMAN W. HOFFMAN, located at 16 Northwoods Lane,
Boynton Beach, Florida 33436 as its agent to accept service of
process within this State.

ACKNOWLEDGMENT:

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


Herman W. Hoffman -
Resident Agent

FILED
97 AUG 27 PM 1:33
TALLAHASSEE, FLORIDA