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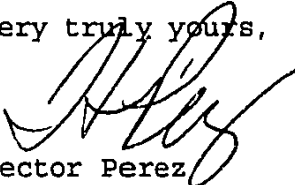
Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

RE: H.D. ENTERPRISES, INC.

Enclosed, please find an original and (1) copy of the articles of incorporation for the above corporation and a check in the amount of \$122.50.

This represents the cost of the Filing Fees, Certified Copy of Articles of Incorporation and Fee for Registered Agent Designation for the above corporation.

Very truly yours,



Hector Perez
(561) 368-0446

P Hector Perez
6820 Town Harbor Blvd.
Apt. 3814
Boca Raton, FL 33433

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FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

RD
9-24-97

**ARTICLES OF INCORPORATION
OF
H.D. ENTERPRISES, INC.**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

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The undersigned hereby makes, subscribes, acknowledges and files these Articles of Incorporation for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I

NAME

The name of the Corporation shall be H. D. ENTERPRISES, INC.

ARTICLE II

CORPORATE DOMICILE

The principal corporate domicile shall be 6820 Town Harbor Blvd. #3614, Boca Raton, Florida 33433.

ARTICLE III

NATURE OF BUSINESS

The Corporation is organized for the purposes of engaging in any activity or business permitted under the laws of the United States or of this State, more specifically set out as follows:

1. To do all such activities and engage in all such transactions as are necessary to operate a service and sales business.

2. To transact any lawful business for which Corporations may be incorporated under the Florida General Corporations Act or engage in any other trade of business which can, in the opinion of the Board of Directors of the Corporation, be advantageously carried on in connection with the foregoing business.

3. To do such other things as are incidental to the foregoing or necessary or desireable in order to accomplish the foregoing.

ARTICLE IV

CAPITAL STOCK

1. The aggregate number of shares which the Corporation is authorized to issue is: ONE THOUSAND (1,000). Said shares shall be authorized as common stock and shall be of a single class, and shall have a par value of One Dollar (\$1.00) per share.

2. All of said stock shall be paid for in cash, patents, stocks, notes, accounts, claims, real estate or other property but not labor or services, at a just valuation to be fixed by the Board of Directors at a meeting called for that purpose.

ARTICLE V

TERM OF EXISTENCE

The Corporation shall have perpetual existence.

ARTICLE VI

INITIAL BOARD OF DIRECTORS

The initial Board of Directors shall consist of one (1) director. The number of Directors may be increased or decreased from time to time by the By-Laws, but shall never be less than one.

The original Board of Directors shall consist of HECTOR PEREZ whose address is 6820 Town Harbor Blvd. #3614, Boca Raton, Florida 33433.

ARTICLE VII

INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is HECTOR PEREZ whose address is 6820 Town Harbor Blvd. #3614, Boca Raton, Florida 33433.

ARTICLE VIII

INITIAL REGISTERED AGENT

AND OFFICE OF REGISTERED AGENT

The street address of the initial registered office of the Corporation is 6820 Town Harbor Blvd. #3614, Boca Raton, Florida 33433. The name of the initial Registered Agent at such address is HECTOR PEREZ.

ARTICLE IX

SHAREHOLDER'S MANAGEMENT POWERS

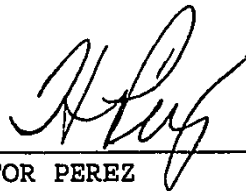
All corporate powers shall be exercised by or under the authority of, and business affairs of the Corporation shall be managed under the direction of, the Board of Directors, with the exception of those matters specifically set forth in the By-Laws of this Corporation.

ARTICLE X

AMENDMENT

The 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 reservation.

IN WITNESS OF THE FOREGOING, the undersigned incorporator has executed these Articles of Incorporation this 8 day of September, 1997.




HECTOR PEREZ

STATE OF FLORIDA

COUNTY OF PALM BEACH

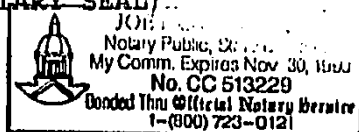
I HEREBY CERTIFY that on this 8 day of September 1997, personally appeared before me, HECTOR PEREZ and he acknowledged before me that he executed the foregoing Articles of Incorporation for the uses and purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal in the County and State aforesaid on the date first above written.



Notary Public, State of Florida at Large

(NOTARY SEAL)




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

Pursuant to Chapter 48.091, Florida Statutes, the following is
set forth in compliance with said statute:

First: that H. D. ENTERPRISES, INC. is desiring to organize
under the Laws of the State of Florida with its principal office as
set forth in the Articles of Incorporation, has named HECTOR PEREZ
of 6820 Town Harbor Blvd. #3614, Boca Raton, Florida 33433, as it's
Agent to Accept Service of Process for the Corporation within the
State of Florida.

Second: Having been named to Accept Service of Process for the
above-named Corporation at the place designated in this
certification, I hereby accept to act in this capacity and agree to
comply with the provisions of the above Statute relative to keeping
open said office.



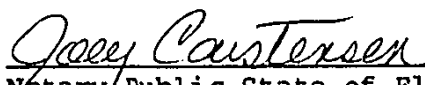
HECTOR PEREZ
Registered Agent

STATE OF FLORIDA

COUNTY OF PALM BEACH

Sworn to and subscribed before me this 8 day of
September, 1997, A.D.

FILED
CLERK OF STATE
97 SEP 23 PM 2:03



Notary Public, State of Florida at Large

(NOTARY SEAL)

