

DELGADO,  
BEFELER,  
STARKMAN &  
MAGOLNICK, P.A.

GEORGE BEFELER

September 29, 1997

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

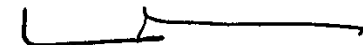
**RE: HOME DELIVERY NETWORK, INC.**

Gentlemen:

Enclosed are one executed and one conformed copy of the Articles of Incorporation of the above-named company and our check in the amount of \$122.50 representing the filing fee for same.

Very truly yours,

DELGADO, BEFELER, STARKMAN & MAGOLNICK, P.A.



GEORGE BEFELER, ESQ.

GB:kl

Enclosures

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FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

NationsBank Tower  
100 Southeast 2nd Street, 37th Floor  
Miami, Florida 33131

Telephone (305) 379-8300  
Facsimile (305) 379-4404

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ARTICLES OF INCORPORATION  
OF  
HOME DELIVERY NETWORK, INC.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

THE UNDERSIGNED, ACTING AS INCORPORATOR OF A CORPORATION UNDER THE FLORIDA BUSINESS CORPORATION ACT, ADOPTS THE FOLLOWING ARTICLES OF INCORPORATION:

FIRST: The name of the corporation is HOME DELIVERY NETWORK, INC.

SECOND: The period of its duration is perpetual.

THIRD: The date and time of the commencement of the corporate existence shall be the date of the filing of these Articles by the Department of State.

FOURTH: The purpose or purposes for which the corporation is organized is to engage in the transaction of any or all lawful business for which the corporation may be incorporated under the provisions of the Florida Business Corporation Act.

FIFTH: The aggregate number of shares which the corporation shall have authority to issue is ONE HUNDRED (100) SHARES of capital stock, \$1.00 par value each.

SIXTH: The number of directors constituting the initial Board of Directors of the corporation is one (1) and the name and address of the person who is to serve as director until the first annual meeting of shareholders or until his successor is elected and qualified is:

Carlos Ruga  
2900 Bridgeport Avenue, Suite 402  
Coconut Grove, Florida 33133

SEVENTH: The name and address of the incorporator is:

George Befeler, Esq.  
Nationsbank Tower, 37th Floor  
100 Southeast 2nd Street  
Miami, Florida 33131

EIGHTH: The name and address of the initial registered agent and the initial registered office are:

George Befeler, Esq.  
Nationsbank Tower, 37th Floor  
100 Southeast 2nd Street  
Miami, Florida 33131

NINTH: The principal office of the corporation is:

2900 Bridgeport Avenue, Suite 402  
Coconut Grove, Florida 33133

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

DATED: September 29, 1997

  
GEORGE BEFELER,  
Incorporator

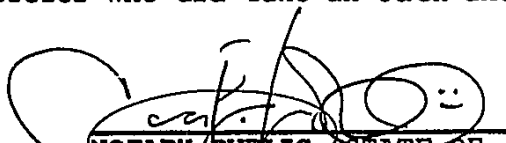
ACCEPTANCE OF REGISTERED AGENT

I hereby am familiar with and accept the duties and responsibilities as registered agent of the corporation.

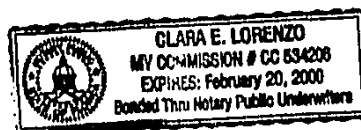
  
GEORGE BEFELER  
Initial Registered Agent

STATE OF FLORIDA)  
                          ) SS:  
COUNTY OF DADE )

The foregoing instrument was acknowledged before me this 29<sup>th</sup> day of September, 1997, by George Befeler who did take an oath and who is personally known to me.

  
NOTARY PUBLIC, STATE OF  
FLORIDA AT LARGE

My commission expires:



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