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TO: DIVISION OF CORPORATIONS

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CONTACT: RAY STORMONT

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FAX #: (305)541-3770

NAME: HERRGROD, INC.

AUDIT NUMBER.....H97000019337

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

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TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION

OF

HERRGROD, INC.

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TALLAHASSEE
FLORIDA

The undersigned, incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, Chapter 607 of the Florida Statutes, hereby adopts the following Articles of Incorporation:

ARTICLE I: NAME OF THE CORPORATION

The name of the corporation is HERRGROD, INC., hereinafter referred to as the "Corporation".

ARTICLE II: PRINCIPAL OFFICE AND MAILING ADDRESS

The address of the principal office and mailing address of Corporation is 345 Minola Drive, Suite A, Miami Springs, FL 33166.

ARTICLE III: DURATION OF THE CORPORATION

The period of duration of the Corporation shall be perpetual unless dissolved according to law.

ARTICLE IV: PURPOSE OF THE CORPORATION

The purpose for which the Corporation is organized is to engage in any and all lawful business for which corporations may be incorporated under Chapter 607, Florida Statute, as amended.

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STANLEY B. LEWIS, ESQUIRE
6255 N. W. SEVENTH AVENUE
MIAMI, FL 33150
(305) 751-8934

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ARTICLE V: AUTHORIZED SHARES

The Corporation is authorized to issue One Hundred Thousand (100,000) shares of common stock with a par value of \$1.00 per share. All stock shall be of one class. The Board of Directors may authorize the issuance of such stock to such person(s) upon such terms and for such consideration as they may deem appropriate. The consideration may consist of any tangible or intangible property or benefit to the Corporation, including cash, promissory notes, services performed, promises to perform services evidenced by a written contract, or other securities of the Corporation.

ARTICLE VI: PREEMPTIVE RIGHTS

The Corporation elects to have preemptive rights. Every shareholder, upon the sale for cash of any new or reissued stock of the Corporation, shall have the right to purchase his pro-rata share thereof at the price at which it is offered to others.

ARTICLE VII: INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The street address of the Corporation's initial registered office, is 345 Minola Drive, Suite. A, Miami Springs, FL 33166, and the registered agent at that office is BRANDON GRODSKI.

ARTICLE VIII: INITIAL BOARD OF DIRECTORS

The Corporation shall have two (2) directors constituting the initial Board of Directors. The number of directors may be increased or decreased from time to time by the bylaws.

The initial Board of Directors of the Corporation shall be comprised of:

BRANDON GRODSKI
345 Minola Drive, Suite Apt. A
Miami Spring, FL 33166

OSVALDO B. HERRERA
7936 Pembroke Road
Miramar, FL 33023

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ARTICLE IX: INCORPORATORS

The incorporators of the Corporation are as follows:

BRANDON GRODSKI
345 Minola Drive, Suite A
Miami Spring, FL 33166

OSVALDO B. HERRERA
7936 Pembroke Road
Miramar, FL 33023

IN WITNESS WHEREOF, we, BRANDON GRODSKI and OSVALDO B. HERRERA,, the undersigned incorporators, have signed these Articles of Incorporation on this 19th day of November, 1997, and acknowledged the same to be our act.

Brandon E. Grodski
BRANDON GRODSKI

OSB
OSVALDO B. HERRERA

STATE OF FLORIDA)

COUNTY OF DADE)

The foregoing instrument was acknowledged before me this 19th day of November, 1997 by BRANDON GRODSKI and OSVALDO B. HERRERA, both of whom personally appeared before me at the time of notarization, and both of whom have produced a FLORIDA DRIVER'S LICENSE respectively as identification.

NOTARY PUBLIC:

SIGN: Stanley B. Lewis

PRINT: Stanley B. Lewis
STATE OF FLORIDA AT LARGE

H97000019337



STANLEY B. LEWIS
My Commission CC407787
Expires Sep. 18, 1998
Issued by HAI
800-422-1885

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

Pursuant to the provisions of Chapters 48.091 and 607.0501 of the Florida Statutes, the following is submitted, in compliance with said Acts:

First—That HERRGROD, INC., desiring to organize under the laws of the State of Florida with its principal office at 345 MINOLA DRIVE, Suite A., as indicated in the Articles of Incorporation at City of MIAMI SPRINGS, County of DADE, State of Florida, has named BRANDON GRODSKI, at 345 MINOLA DRIVE, Suite A., in the City of MIAMI SPRINGS, County of DADE, State of Florida, as its agent to accept service of process within this state.

-Acceptance of Agent-

ACKNOWLEDGMENT:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

BY: Brandon E. Grodski

BRANDON GRODSKI

DATE: 11/19/97

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TALLAHASSEE, FLORIDA

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