P97000100590

THE HERRICK COMPANY, L

AN INVESTMENT COMPANY

Morristown, NJ
(201) 539-1390

2295 Corporate Blvd., N.W., Suite 222, P.O. Box 5010, Boca Raton, FL 33431-0810
(561) 241-9880 FAX (561) 241-9887

Beverly Hills, CA
(310) 273-9525

VIA FEDERAL EXPRESS

November 21, 1997

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*****78.75 *****78.75

Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

Re: **ARTICLES OF INCORPORATION FOR HWW MANAGEMENT, INC.**

Dear Sir or Madam:

Enclosed please find an original and one copy of the Articles of Incorporation for the above referenced corporation, together with a check in the amount of $78.75 representing the filing fee of $35.00, registered agent fee of $35.00, and $8.75 for a Certificate of Status for the above referenced corporation.

Please return a filed copy of the Articles of Incorporation, and the Certificate of Status for the above referenced corporation to me at the above street address via Federal Express. Our Federal Express account number is 1065-0238-2.

Thank you for your assistance with this matter.

Very truly yours,

Sue Deverson

Sue Deverson, CLA
Certified Legal Assistant

/sd
Enclosure
c: Mr. Bob Klein w/enclosure
\corporat\state36.ltr

FILED
97 NOV 24 AM 11:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

11/26/97

ARTICLES OF INCORPORATION
OF
HWW MANAGEMENT, INC.

97 NOV 24 AM 11:51
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

ARTICLE I

NAME

The name of the corporation is HWW Management, Inc.

ARTICLE II

PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office and mailing address of the corporation is 2295 Corporate Boulevard, N.W., Suite 222, P. O. Box 5010, Boca Raton, Florida 33431-0810.

ARTICLE III

CAPITAL STOCK

The number of shares of stock that the corporation is authorized to issue is One Hundred (100) shares, at no par value per share, of common stock. Each issued and outstanding share of common stock shall be entitled to one vote on each matter submitted to a vote at a meeting of the shareholders.

ARTICLE IV

INITIAL REGISTERED OFFICE AND AGENT

The street address of the corporation's initial registered office is c/o The Herrick Company, Inc., 2295 Corporate Boulevard, N.W., Suite 222, Boca Raton, Florida 33431. The name of the corporation's initial registered agent at that office is Norton Herrick.

ARTICLE V

INCORPORATOR

The name and street address of the incorporator of the corporation is Norton Herrick, The Herrick Company, Inc., 2295 Corporate Boulevard, N.W., Suite 222, Boca Raton, Florida 33431.

ARTICLE VI

INITIAL DIRECTOR

The name and street address of the individual who is to serve as the sole initial director of the corporation is:

Norton Herrick	c/o The Herrick Company, Inc. 2295 Corporate Boulevard, N.W. Suite 222 Boca Raton, Florida 33431

ARTICLE VII

INDEMNIFICATION

The corporation shall indemnify any present or former officer or director or person exercising powers and duties of an officer or a director, to the full extent now or hereafter permitted by law.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 20th day of November, 1997.

Norton Herrick
Incorporator

CERTIFICATE OF ACCEPTANCE BY
REGISTERED AGENT

Pursuant to the provisions of Section 607.0501 of the Florida Business Corporation Act, the undersigned submits the following statement in accepting the designation as registered agent and registered office of HWW Management, Inc., a Florida corporation (the "Corporation"), in the Corporation's articles of incorporation:

Having been named as registered agent and to accept service of process for the Corporation at the registered office designated in the Corporation's articles of incorporation, the undersigned accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties, and the undersigned is familiar with and accepts the obligations of its position as registered agent.

IN WITNESS WHEREOF, the undersigned has executed this Certificate this 20th day of November, 1997.

THE HERRICK COMPANY, INC.

By: ______________________
Norton Herrick
Chief Executive Officer

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FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA