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FLORIDA DIVISION OF CORPORATIONS

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FROM: BLUMBERG/EXCELSIOR CORPORATE SERVICES, INC.  
075350000353

ACCT#:

CONTACT: CATHY LEACH  
PHONE: (212) 431-5000

FAX #:

(212) 431-1441

NAME: HILLER HOLDINGS, INC.

AUDIT NUMBER.....H98000001845

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

CERT. OF STATUS..0

PAGES..... 2

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ARTICLES OF INCORPORATION  
OF  
HILLER HOLDINGS, INC.

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**THE UNDERSIGNED** sole incorporator, being a natural person competent to contract and desiring to form a corporation under Title XXXV, Chapter 607 of the revised Florida Statutes, herewith submits the following information:

1. The name of the corporation is HILLER HOLDINGS, INC.
2. The duration of the corporation shall be perpetual.
3. The general purpose or purposes for which this corporation is being formed are to include the transaction of any or all lawful business for which corporations may be incorporated under this chapter.
4. The aggregate number of shares which the corporation shall have authority to issue is 1,000 shares with a Par Value of .01 and of one class.
5. The principal address and mailing address of the corporation will be 1100 Fifth Avenue South-Suite 201, Naples, FL 34102 and the name of its initial registered agent at such address is Georgia A. Hiller .
6. The number of directors constituting the initial board of directors is one and the name and address of each person who is to serve as a member thereof is as follows:

Georgia A. Hiller, 1100 Fifth Avenue South-Suite 201, Naples, FL 34102

7. The name and address of the sole incorporator is: ROBERT ARATINGI , c/o BlumbergExcelsior Corporate Services, Inc., 62 White Street, 2nd Floor, New York, NY 10013.

**IN WITNESS WHEREOF**, the undersigned, as sole incorporator of this corporation has executed these Articles of Incorporation.

Dated: 01/28/98

BlumbergExcelsior  
62 White St  
NY, NY 10013  
212-431-5000

  
ROBERT ARATINGI  
Sole Incorporator

H98000001845

JAN.28.1998 12:10PM

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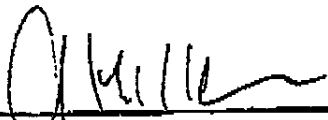
**ACCEPTANCE OF APPOINTMENT**

**AS**

**REGISTERED AGENT**

I, the undersigned, do hereby accept appointment as Registered Agent of HILLER HOLDINGS, INC., the within named corporation.

Dated: 1/28/98

  
Georgia A. Hiller

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