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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: CORPORATE CREATIONS INTERNATIONAL INC.
CONTACT: LUIS URIARTE
PHONE: (305)672-0686

ACCT#: 110432003053

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NAME: HOLLY-ELLIOTT INVESTMENT CORPORATION
AUDIT NUMBER.....H98000007547
DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.
CERT. OF STATUS...1 PAGES..... 4
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TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

Article I. Name

The name of this Florida corporation is:
Holly-Elliott Investment Corporation

Article II. Address

The mailing address of the Corporation is:
Holly-Elliott Investment Corporation
3140 South Ocean Boulevard
Suite 206-South
Palm Beach FL 33480

Article III. Registered Agent

The name and address of the registered agent of the Corporation is:
Jeffrey E. S. Packer
3140 South Ocean Boulevard
Suite 206-South
Palm Beach FL 33480

Article IV. Board of Directors

The name of each member of the Corporation's Board of Directors is:

Jeffrey E. S. Packer
Jane H. Sandhaus Packer

The affairs of the Corporation shall be managed by a Board of Directors consisting of no less than one director. The number of directors may be increased or decreased from time to time in accordance with the Bylaws of the Corporation. The election of directors shall be done in accordance with the Bylaws. The directors shall be protected from personal liability to the fullest extent permitted by applicable law.

Donald F. Mintmire | FL Bar Member 402435
Mintmire & Associates
265 Sunrise Avenue, Suite 204
Palm Beach FL 33480
561-832-5696

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Article V. Capital Stock

The Corporation shall have the authority to issue 2,000 shares of common stock, par value \$.01 per share.

Article VI. Incorporator

The name and address of the incorporator is:

Donald F. Mintmire
Mintmire & Associates
265 Sunrise Avenue, Suite 204
Palm Beach FL 33480

Article VII. Corporate Existence

These Articles of Incorporation shall become effective and the corporate existence will begin on April 21, 1998.

The undersigned incorporator executed these Articles of Incorporation on April 22, 1998.



DONALD F. MINTMIRE
by L.A. Uriarte as attorney-in-fact

Donald F. Mintmire | FL Bar Member 402435
Mintmire & Associates
265 Sunrise Avenue, Suite 204
Palm Beach FL 33480
561-832-5696

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**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/OFFICE**

CORPORATION:

Holly-Elliott Investment Corporation

REGISTERED AGENT/OFFICE:

**Jeffrey E. S. Packer
3140 South Ocean Boulevard
Suite 206-South
Palm Beach FL 33480**

I agree to act as registered agent to accept service of process for the corporation named above at the place designated in this Certificate. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.



JEFFREY E. S. PACKER
by L.A. Uriarte as attorney-in-fact

Date: April 22, 1998

**Donald F. Mintmire | FL Bar Member 402435
Mintmire & Associates
265 Sunrise Avenue, Suite 204
Palm Beach FL 33480
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