

P9800005/360

Albarr J. Ordonez
Requestor's Name

25. bisayne Blvd #2600
Address

Miami FL 33131 305-373-2355
City/State/Zip Phone #

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DIVISION OF CORPORATIONS
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CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. HHC America, Inc (Corporation Name) (Document #)
2. (Corporation Name) (Document #)
3. (Corporation Name) (Document #)
4. (Corporation Name) (Document #)

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NEW FILINGS	
<input checked="" type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

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OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

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STATE OF FLORIDA
ARTICLES OF INCORPORATION
OF
HHC AMERICA, INC.

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The undersigned, acting as incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation:


1. The name of the Corporation is: HHC America, Inc.
2. The period of its duration is perpetual.
3. The purpose is to engage in any activities or business permitted under the laws of the United States or Florida.
4. The corporation shall have authority to issue 100 shares, all of one class, at \$1.00 par value.
5. The address of its principal place of business is c/o Alberto J. Ordonez, Suite 2600 One Biscayne Tower, 2 South Biscayne Boulevard, Miami, Florida 33131.
6. The initial registered agent of the corporation is Alberto J. Ordonez, Suite 2600 One Biscayne Tower, 2 South Biscayne Boulevard, Miami, Florida 33131.
7. The number of directors constituting its initial Board of Directors is one (1). The name and address of the director of the corporation, who shall hold office for the first corporate year or until his successor is chosen is: Giuliano Gazza, c/o Alberto J. Ordonez, Suite 2600 One Biscayne Tower, 2 South Biscayne Boulevard, Miami, Florida 33131.
8. The name and address of the incorporator is Alberto J. Ordonez, Suite 2600 One Biscayne Tower, 2 South Biscayne Boulevard, Miami, Florida 33131.
9. Where shareholder approval is required for any action, each shareholder shall be entitled to vote equal to the number of shares he or she may own. The approval of any action shall

HHC America, Inc. Articles
June 5, 1998
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require the affirmative vote of not less than fifty-one (51%) of all of the issued and outstanding shares.

10. The business and affairs of the corporation shall be managed by the shareholders and the Board of Directors.

DATED this 5th day of June, 1998.



Alberto J. Ordonez
Incorporator

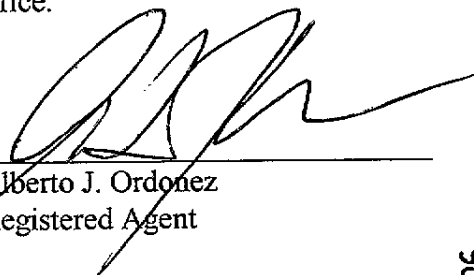
**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR
THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT
UPON WHOM PROCESS MAY BE SERVED**

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

HHC America, Inc., desiring to organize under the laws of the State of Florida with its principal office as indicated in the Articles of Incorporation in the City of Miami, State of Florida, has named Alberto J. Ordonez, One Biscayne Tower, Suite 2600, 2 South Biscayne Boulevard, Miami, Florida 33131, as REGISTERED AGENT to accept service of process within this state.

ACCEPTANCE OF REGISTERED AGENCY

Having been named to accept service of process for the above stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.



Alberto J. Ordonez
Registered Agent

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