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June 5, 1998
Via Federal Express

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

Re: HJ New Ventures, Inc.

Dear Sir/Madam:

Enclosed please find Articles of Incorporation and Certificate of Designation of Registered Agent/Registered Office for the referenced corporation, together with our check to cover the following:

Filing Fee	\$ 35.00
Resident Agent Fee	35.00
Certified Copy	52.50
	<u>\$122.50</u>

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Please forward a certified copy to us.

Very truly yours,

YELEN & YELEN, P.A.

Jan A. Yelen

JAN A. YELEN

JAY:kk
Enclosure

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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**ARTICLES OF INCORPORATION
OF
HJ NEW VENTURES, INC.**

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

ARTICLE I

The name of the corporation is:

HJ NEW VENTURES, INC.

ARTICLE II

The principal place of business and mailing address of this corporation shall be:

1522 Ponce de Leon Boulevard
Coral Gables, Florida 33134

ARTICLE III

The number of shares of stock that this corporation is authorized to have outstanding at any time is 50 shares having no par value.

ARTICLE IV

The name and address of the initial registered agent of the corporation is:

HOWARD BERG
1522 Ponce de Leon Boulevard
Coral Gables, Florida 33134

ARTICLE V

The name and street address of the incorporator to these Articles of Incorporation is:

HOWARD BERG
1522 Ponce de Leon Boulevard
Coral Gables, Florida 33134

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ARTICLE VI

The shareholders shall have the preemptive right to acquire unissued or treasury shares or securities convertible or carrying the right to subscribe to or acquire shares of the Corporation.

The shares of other corporations or going businesses may be purchased by the Corporation in return for the issuance of its capital stock and said purchase shall be on such basis and for such consideration and the issuance of such amounts of capital stock as the Directors may determine. All such acquisitions shall be ratified by the shareholders before they shall be effective.

The undersigned has executed these Articles of Incorporation this 5th day of June, 1998.



HOWARD BERG, Secretary

**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is:

HJ NEW VENTURES, INC.

2. The name and address of the registered agent and office is:

HOWARD BERG
1522 Ponce de Leon Boulevard
Coral Gables, Florida 33134



HOWARD BERG, Secretary

Date

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.



HOWARD BERG

Date

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TALLAHASSEE, FLORIDA