



THE UNITED STATES  
CORPORATION  
COMPANY

P98000074053

ACCOUNT NO. : 072100000032

REFERENCE : 936489 7162872

AUTHORIZATION : Patricia Pzyth

COST LIMIT : \$ 70.00

ORDER DATE : August 21, 1998

ORDER TIME : 12:55 PM

ORDER NO. : 936489-030

CUSTOMER NO: 7162872

400002623754--1

CUSTOMER: Mr. D Mccloud  
MR. D. MCCLOUD

2750 West 68th Street  
Suite 113-124  
Hialeah, FL 33016

DOMESTIC FILING

NAME: HEDGEROSE ENTERPRISES INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Robert Maxwell

EXAMINER'S INITIALS:

FILED  
98 AUG 24 AM 8:39  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
RECEIVED  
98 AUG 24 PM 3:27  
DIVISION OF CORPORATION

Dmp  
8/25/98

**FILED**

98 AUG 24 AM 8:39

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION  
OF

HEDGEROSE ENTERPRISES INC.

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

HEDGEROSE ENTERPRISES INC.

The address of the principal office of this corporation shall be 2750 West 68th Street, Suite 113-124, Hialeah, Florida 33016, and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock having no par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 1201 Hays Street, Tallahassee, Florida 32301, and the name of the initial registered agent of the corporation at that address is Corporation Service Company.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have one Director, initially. The names and addresses of the initial members of the Board of Directors are:

Peter W. Foitz                      2750 W. 68th Street, Ste., 113-124  
Director                      Hialeah, Florida 33016

ARTICLE VII. INCORPORATOR

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

Corporate Agents, Inc.  
1013 Centre Road  
Wilmington, Delaware 19805

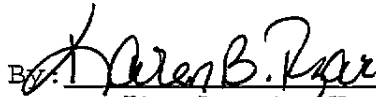
The undersigned incorporator has executed these Articles of Incorporation on August 24, 1998.



Its Agent, Karen B. Rozar

ACCEPTANCE OF REGISTERED AGENT DESIGNATED  
IN ARTICLES OF INCORPORATION

Corporation Service Company, a Delaware corporation authorized to transact business in this State, having a business office identical with the registered office of the corporation named above, and having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

By: 

Its Agent, Karen B. Rozar

Authorized Service Representative  
Corporation Service Company