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August 25, 1998

Florida Department of State
Division of Corporations
PO Box 6327
Tallahassee, Florida 32314

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-09/04/98-01111-009
*****78.75 *****78.75

To whom it may concern,

Please find an original and a copy of the articles of incorporation for Hillbridge, Inc., enclosed, together with our firm's check in the amount of \$78.75 as payment for filing and a certificate of status. Should you have any questions in this regard, please do not hesitate to contact me at your convenience.

Very truly yours,

Mark R. Dolan

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SEP 1 0 1998

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**ARTICLES OF INCORPORATION
OF
HILLBRIDGE, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

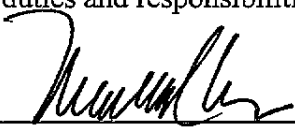
ARTICLE I. NAME: The name of the corporation shall be Hillbridge, Inc.

ARTICLE II. ADDRESS: The principal place of business of this corporation shall be: 532 Avocado Circle, Brandon, Florida 33510.

ARTICLE III. NATURE OF BUSINESS: The purpose of this business is to engage or transact in any or all lawful activity or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE IV. CAPITAL STOCK: The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 10,000 shares of common stock having a par value of \$.001 per share.

ARTICLE V. ADDRESS; REGISTERED AGENT: The street address of the initial registered office of the corporation shall be: 112 East Street, Suite B, Tampa, Florida 33602 and the name of the initial registered agent of the corporation at that address is Mark R. Dolan. I, Mark R. Dolan am familiar with and accept the duties and responsibilities as registered agent for said corporation.



Mark R. Dolan

ARTICLE VI. TERM OF EXISTENCE: This corporation is to exist perpetually.

ARTICLE VII. OFFICERS AND DIRECTORS: This corporation shall initially have 1 officer. The power to manage the corporation shall be reserved to the shareholders. There shall be no board of directors.

BRIDGET HILDRETH -Pres/Sec/Treas.

532 Avocado Circle, Brandon, Florida 33510.

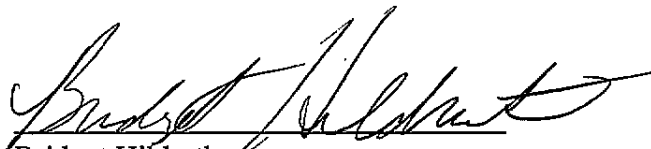
ARTICLE VIII. PREEMPTIVE RIGHTS: The corporation shall provide preemptive rights to existing shareholders to purchase any additional shares of stock of the corporation as they are issued, at such terms as the corporation may determine, in such percentage of the whole as each shareholder owns at the time of the offering, prior to such shares being offered to outside parties.

ARTICLE IX. INCORPORATOR: The name and address of the person signing these Articles as Incorporator is Bridget Hildreth at 532 Avocado Circle, Brandon, Florida 33510.

ARTICLE X. BY-LAWS: The power to adopt, alter, amend or repeal By-Laws shall be vested in the Shareholders.

ARTICLE XI. AMENDMENTS: The Corporation reserves the right to amend or repeal any provision contained in the Articles of Incorporation or any Amendment hereto and any right conferred upon the Shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand this 31 day of August, 1998.


Bridget Hildreth

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