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\* ESTATE PLANNING

November 10, 1998

Secretary of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, Florida 32301

800002685848--2  
-11/12/98-01069--015  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

RE: HCL (USA), Inc.

Dear Sir/Madam:

We enclose the original and one copy of the Articles of Incorporation for the above-named corporation together with our \$78.75 check in payment of the following fees:

Filing of Articles of Incorporation	\$35.00
Registered Agent Designation	35.00
Certified copy of Articles of Incorporation	8.75

Please certify the enclosed copy of the Articles of Incorporation and return them, together with the filing receipt to our offices at the address indicated above.

Very truly yours,

HUNT, COOK, RIGGS, MEHR & MILLER, P.A.

By:

*Betsy Courant*

Betsy Courant  
Legal Assistant

/bc  
encls.

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 NOV 12 PM 12:51

B. BROCK NOV 17 1998

ARTICLES OF INCORPORATION

FOR

**HCL (USA), INC.**

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 NOV 12 PM 12:57

The undersigned, acting as incorporator under the Florida Business Corporation Act, adopts the following Articles of Incorporation for **HCL (USA), INC.**

1. The name of the corporation is **HCL (USA), INC.**
2. The principal office of the corporation is:  
  
18425 NW 2nd Avenue  
Suite 350  
Miami, Florida 33169
3. The corporation shall have authority to issue 7500 shares of stock, all of one class with a par value of \$.10 per share.
4. The corporation's initial registered office is: 2200 Corporate Boulevard, N.W., Suite 401, Boca Raton, Florida 33431. The name of the corporation's initial registered agent at this office is HCRM Corp.
5. The purpose of the corporation is to engage in any activity or business permitted under the laws of the United States or Florida.
6. The number of directors constituting the initial board of directors is one (1) and his name and address are:

Name

Address

Michael Anthony Fifi

18425 NW 2nd Avenue  
Suite 350  
Miami, Florida 33169

7. The name and address of the incorporator is:

<u>Name</u>	<u>Address</u>
HCRM Corp.	2200 Corporate Boulevard, N.W. Suite 401 Boca Raton, Florida 33431

8. The effective date of the corporate existence pursuant to section 607.0203 of the Florida Statutes shall be November 10, 1998, provided such date is within five (5) business days prior to the date of filing.

Executed and subscribed at Boca Raton, Florida on November 10, 1998.

HCRM Corp., as Incorporator

By: Joseph R. Cook  
Joseph R. Cook, Vice President

STATE OF FLORIDA  
COUNTY OF PALM BEACH

The foregoing Articles of Incorporation of **HCL (USA), INC.** were acknowledged before me by Joseph R. Cook, Vice President of HCRM Corp., who is personally known to me and who did not take an oath, on this 10th day of November, 1998 on behalf of HCRM Corp.

Elizabeth G. Courant  
Notary Public  
My commission expires:  
Printed Name:



Acceptance of Registered Agent

HCRM CORP. hereby accepts the above appointment as registered agent of **HCL (USA), INC.** and acknowledges that it is familiar with the obligations of that position.

HCRM CORP.

By: \_\_\_\_\_

*Joseph R. Cook*  
Joseph R. Cook, Vice President

STATE OF FLORIDA  
COUNTY OF PALM BEACH

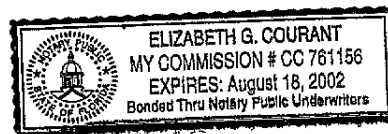
The foregoing Acceptance of Registered Agent was acknowledged before me by Joseph R. Cook, as Vice President of HCRM Corp., who is personally known to me and who did not take an oath, on this 10th day of November, 1998 on behalf of the Corporation.

*Elizabeth G. Courant*

Notary Public

My commission expires:

Printed Name:



FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 NOV 12 PM 12:51