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NAME: HIGHLANDS DEVELOPMENT CORPORATION
AUDIT NUMBER.....H98000022337
DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.
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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

December 1, 1998

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SUBJECT: HIGHLANDS DEVELOPMENT CORPORATION
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THE NAME CONFLICT IS HIGHLANDS DEVELOPMENT, INC. DOC #P98000097981.

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Neysa Culligan
Document Specialist

FAX And. #: H98000022337
Letter Number: 998A00056893

ARTICLES OF INCORPORATION
OF

H98000022337

HIGHLANDS DEVELOPMENT GROUP, INC.

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

- FIRST: The name of the Corporation is: HIGHLANDS DEVELOPMENT GROUP, INC., (the "Corporation").
- SECOND: The principal office address and mailing address of the Corporation is: 7254 SW 48th Street, Miami, Florida 33155.
- THIRD: The corporation is authorized to issues 1,000 shares of common stock, par value \$1.00 per share.
- FOURTH: The street address of the initial registered office of the Corporation is: 7254 SW 48th Street, Miami, Florida 33155.
- FIFTH: The name and address of the incorporator of the Corporation is: Jose E. Castro, Esquire, 218 Almeria Avenue, Coral Gables, Fl 33134.
- SIXTH: The Corporation is organized for the purpose of transacting any and all lawful activities or business for which corporations may be formed under Chapter 607 of the Florida Statutes.
- SEVENTH: The Corporation shall have two directors initially and the number of directors may be increased or diminished from time to time as provided in the By-Laws but shall never be less than one. The name and address of the initial directors of the Corporation are:

Alfred Chisholm - 7254 SW 48th Street, Miami, Fl 33155

Robert Chisholm - 7254 SW 48th Street, Miami, Fl 33155

THE INITIAL OFFICERS OF THE CORPORATION SHALL BE:

Alfred Chisholm - President
7254 SW 48th Street,
Miami, Fl 33155

Robert Chisholm - Vice President / Treasurer
7254 SW 48th Street
Miami, Fl 33155

THIS INSTRUMENT WAS PREPARED BY:
JOSE E. CASTRO, P.A.
218 ALMERIA AVENUE
CORAL GABLES, FLORIDA 33134
(305) 448-5898
FLORIDA BAR NO. 0374741

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Scott Patterson - Secretary
7254 SW 48th Street
Miami, Fl 33155

- EIGHTH:** The Corporation expressly elects not to be governed by Section 607.09011 of the Florida Business Corporation Act, as amended from time to time, relating to affiliated transactions.
- NINTH:** The Corporation expressly elects not to be governed by Section 607.0902 of the Florida Business Corporation Act, as amended from time to time, relating to control share acquisitions.
- TENTH:** The corporate existence of the Corporation shall commence on the date of filing with the Secretary of State.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 30 day of November, 1998.



Jose E. Castro, Incorporator

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TOTAL P.05

#98000022337
ACCEPTANCE OF APPOINTMENT

OF

REGISTERED AGENT

I hereby accept the appointment as registered agent contained in the foregoing Articles of Incorporation and state that I am familiar with and accept the obligations of Section 607.0505 of the Florida Business Corporation Act.


Print Name: Alfred Chisholm

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