

P99000014737

TRANSMITTAL LETTER

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

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-02/15/99--01072--006
*****87.50 *****87.50

SUBJECT: Hemmingway ExpressManagement, Inc.
(Proposed corporate name – must include suffix)

Enclosed is an original and one (1) copy of the articles of incorporation and a check
For:

≤ \$70.00 ≤ \$78.75
Filing Fee Filing Fee
 & Certificate

≤ \$78.75 Filing Fee & Certified Copy	≤ \$87.50 Filing Fee, Certified Copy & Certificate
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Additional Copy Required

FROM: Alexander Reus
Name (printed or typed)

100 N. Biscayne Blvd., 21st Fl.
Address

Miami, FL 33132-2304
City, State & Zip

(305) 377-3561
Daytime Telephone Number

FILED
99 FEB 15 AM 8:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

NOTE: Please provide the original and one copy of the articles.

B. BROCK FEB 16 1999

FILED
99 FEB 15 AM 8:35
CLERK OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
Hemingway Express Management, Inc.

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I.

NAME

The name of the corporation shall be:

Hemingway Express Management, Inc.

The principal place of business of this corporation initially shall be 80 SW Eighth Street, Suite 2048, Miami, FL 33131.

ARTICLE II.

NATURE OF BUSINESS

This corporation may engage in or transact any and all lawful activities or business for which corporations may be incorporated under the Florida Business Corporation Act and that are 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 aggregate 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 a par value of \$1.00 per share.

ARTICLE IV

ADDRESS

The street address of the initial registered office of the corporation is 80 SW Eighth Street, Suite 2048, Miami, FL 33131.

The name of the initial registered agent of the corporation at that address is Alexander Reus, Esq.

ARTICLE V

TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI.

DIRECTORS

This corporation shall have one director, initially. The name and street address of the initial member of the Board of Directors is:

Marc Friedli	80 SW Eighth Street, Suite 2048 Miami, FL 33131
Thomas Cornelius	80 SW Eighth Street, Suite 2048 Miami, FL 33131
Alexander Reus	80 SW Eighth Street, Suite 2048 Miami, FL 33131

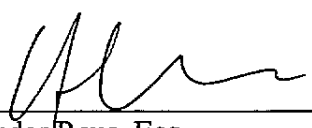
ARTICLE VII.

INCORPORATOR

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

Alexander Reus, Esq.
100 N. Biscayne Blvd.
21st Floor New World Tower
Miami, FL 33132

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles for the uses and purposes therein stated.



Alexander Reus, Esq.
Incorporator

Hemingway Express Management, Inc.

ACCEPTANCE TO SERVE AS REGISTERED AGENT

The undersigned, Alexander Reus, Esq., having been named as registered agent and to accept service of process for the above-named corporation, at the registered office designated in the Articles of Incorporation, hereby accepts the appointment as registered agent and agrees and consents to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of his duties, and is familiar with and accepts the duties and obligations of his position as registered agent.

DATED this 12th day of February, 1999.



Alexander Reus, Esq.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA