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LEONARD ALTERMAN

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FILED
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
99 FEB 25 PM 12:20

February 24, 1999

Corporate Records Bureau
Division of Corporations
Department of State
Post Office Box 6327
Tallahassee, FL 32301

Re: HDB VENTURES, INC.

Gentlemen:

I am enclosing an original and one copy of the Articles of Incorporation and Designation of Registered Agent of HDB VENTURES, INC. Also enclosed is a check in the amount of \$122.50 as payment for the following amounts:

\$35.00 - Filing Fee
52.50 - Certified Copy
35.00 - Resident Agent Designation

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-02/25/99--01068--003
****122.50 *****78.75

I would appreciate your returning the certified copy to me at your earliest convenience.

Thank you for your attention to this matter.

Sincerely,

Leonard Alterman
Leonard Alterman *bw*

LA/bjw

Enclosures
cc: William V. Stork w/ Encl.

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ARTICLES OF INCORPORATION
OF
HDB VENTURES, INC.

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The undersigned for the purpose of organizing and incorporating a corporation pursuant to the laws of the State of Florida, hereby makes, subscribes, acknowledges, and files these Articles of Incorporation.

ARTICLE I

NAME OF THE CORPORATION

The name of this corporation shall be HDB VENTURES, INC.

ARTICLE II

PRINCIPAL OFFICE

The principal office of the corporation shall be at: 11032 Buggy Whip Drive, Jacksonville, Florida 32257.

ARTICLE III

DURATION OF CORPORATION

This corporation shall exist in perpetuity, unless sooner dissolved in accordance with law; and its existence shall commence with the filing of these Articles of Incorporation by the Department of State.

ARTICLE IV

GENERAL PURPOSE

The general purposes for which this corporation is organized shall include the transaction of any or all lawful business for which corporations may be incorporated under the Florida General Corporation Act.

ARTICLE V

CAPITAL STOCK

The corporation shall have the authority to issue but one class of stock. It shall have the authority to issue 7500 shares of common stock, each of which shall have a par value of \$1.00 and shall have voting rights. Each shareholder shall have preemptive right.

ARTICLE VI

INITIAL REGISTERED OFFICE

The street address of the corporation's initial registered office and the name of its initial registered agent for service of process within the state of Florida at such address are:

Registered Agent: LEONARD ALTERMAN
Address: 9116 Cypress Green Drive, #207
Jacksonville, FL 32256

ARTICLE VII

DIRECTORS

The corporation shall have not less than one and not more than five directors. The number of directors may be either increased or

decreased from time to time by an amendment of the by-laws of the corporation in the manner provided by the law or by the by-laws but shall never be less than one.

ARTICLE VIII

INITIAL DIRECTORS

The name and address of the initial directors of the corporation are as follows:

WILLIAM V. STORK
11032 Buggy Whip Drive
Jacksonville, Florida 32257

HOWARD J. SMITH
11040 Buggy Whip Drive
Jacksonville, Florida 32257

DAVID R. DRURY
2850 NW 91ST Avenue
Coral Springs, Florida 33065

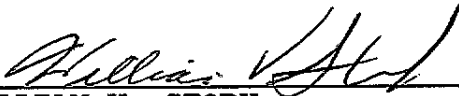
ARTICLE IX

INCORPORATORS

The name and address of the incorporator is as follows:

WILLIAM V. STORK
11032 Buggy Whip Drive
Jacksonville, Florida 32257

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal on this the 23rd day of February, 1999.



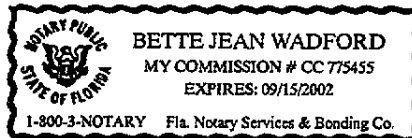
WILLIAM V. STORK

STATE OF FLORIDA)
)
) SS:
COUNTY OF DUVAL)

On this day, before me, an officer duly authorized by law to take oaths and acknowledgments, personally appeared WILLIAM V. STORK, to me well known and known to me to be the person described in and who executed the foregoing Articles of Incorporation; and he acknowledged to and before me that he executed the same for the purposes therein expressed and produced as identification Florida Driver's license # S362-938-42-387-0 and did not take an oath.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at Jacksonville, Florida, on this the 23rd day of February, 1999.

Bette Jean Wadford
Notary Public
State of Florida at Large
My Commission expires:



ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the above named corporation at the place designated in these Articles of Incorporation, I hereby am familiar with and accept the duties and responsibilities in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

Leonard Alterman
LEONARD ALTERMAN

Date February 23, 1999

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 FEB 25 PM 12:21