

P99000020077

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

Honeyhill Corp.

900002793539-5
-03/03/99-01053-018
*****78.75 *****78.75

- Art of Inc. File _____
- _____ LTD Partnership File _____
- _____ Foreign Corp. File _____
- _____ L.C. File _____
- _____ Fictitious Name File _____
- _____ Trade/Service Mark _____
- _____ Merger File _____
- _____ Art. of Amend. File _____
- _____ RA Resignation _____
- _____ Dissolution / Withdrawal _____
- _____ Annual Report / Reinstatement _____
- Cert. Copy _____
- _____ Photo Copy _____
- _____ Certificate of Good Standing _____
- _____ Certificate of Status _____
- _____ Certificate of Fictitious Name _____
- _____ Corp Record Search _____
- _____ Officer Search _____
- _____ Fictitious Search _____
- _____ Fictitious Owner Search _____
- _____ Vehicle Search _____
- _____ Driving Record _____
- _____ UCC 1 or 3 File _____
- _____ UCC 11 Search _____
- _____ UCC 11 Retrieval _____
- _____ Courier _____

99 MAR -3 PM 2:36

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

99 MAR -3 PM 1:54
DIVISION OF CORPORATION

RECEIVED

Signature _____

Requested by: LS 3/3/99 11:47
Name Date Time

Walk-In _____ Will Pick Up _____

2147 = 3 (900)

ARTICLES OF INCORPORATION
OF
HONEYHILL CORP.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 MAR -3 PM 2:36

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

ARTICLE I: NAME

The name of the corporation is **HONEYHILL CORP.**

ARTICLE II: PRINCIPAL OFFICE

The principal place of business and mailing address of the corporation is **c/o Arthur Berk, Esq., 848 Brickell Ave., Suite 200, Miami, FL 33131.**

ARTICLE III: CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is one hundred (100) shares having a par value of (\$1.00) per share.

ARTICLE IV: INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is Arthur J. Berk., Esq., Law Offices of Arthur J. Berk, P.A., 848 Brickell Avenue, Suite 200, Miami, FL 33131.

ARTICLE V: INCORPORATOR

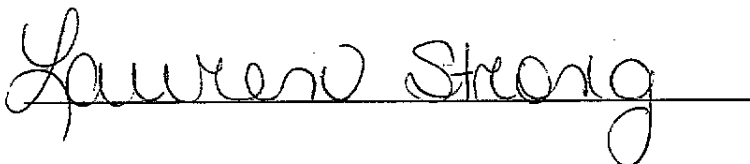
The name and address of the incorporator of these Articles of Incorporation is Capital Connection, Inc., 417 E. Virginia St., Suite 1, Tallahassee, FL 32301.

ARTICLE VI: INITIAL BOARD OF DIRECTORS

The name and address of the initial Board of Directors of the corporation is Leigh Vogel, 10295 Collins Ave., #728, Bal Harbour, FL 33154.

The undersigned has executed these Articles of Incorporation this 3rd day of March, 1999.

"Capital Connection, Inc. by Lauren Strong, Client Representative"

A handwritten signature in cursive script that reads "Lauren Strong". The signature is written in black ink and is positioned above a solid horizontal line.

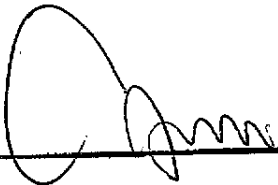
**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of section 607.0501, Florida Statutes, the mentioned corporation, organized under the laws of the state of Florida, submits the following statement in designating the registered office/registered agent, in the state of Florida.

1. The name of the corporation is: Honeyhill Corp.

2. The name and street address of the registered agent and office is: Arthur J. Berk, Esq., LAW OFFICES OF ARTHUR J. BERK, P.A., 848 Brickell Avenue, Suite 200, Miami, FL 33131

HAVE BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.



FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 MAR -3 PM 2:36