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99 MAR 30 PM 12:03

SECRETARY OF STATE
TALLAHASSEE FLORIDA

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LAZARUS CORPORATE FILING SERVICE, INC.

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LOCAL REPRESENTATIVE TALLAHASSEE

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CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. H. M FINANCIAL GROUP, INC.
(Corporation Name) (Document #)

2. (Corporation Name) (Document #)

3. (Corporation Name) (Document #)

4. (Corporation Name) (Document #)

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NEW FILINGS	
<input checked="" type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

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Examiner's Initials

ARTICLES OF INCORPORATION

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

ARTICLE I NAME

The name of the corporation shall be:

H.M FINANCIAL GROUP, INC.

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ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

**16990 N.E 4 CT
NORTH MIAMI BEACH, FL 33162**

ARTICLE III SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

ONE THOUSAND SHARES AT ONE DOLLAR PER VALUE

ARTICLE IV INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is:

**HORACIO A. MARTINEZ-GUERRA
16990 N.E 4 CT
NORTH MIAMI BEACH, FL 33162**

PREPARED BY:

DAISY BOVEA

ARTICLE V INCORPORATOR(S)

The name(s) and street address(es) of the incorporator(s) to these Articles of Incorporation is(are):

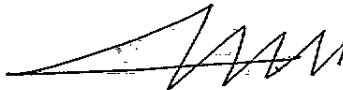
**HORACIO A. MARTINEZ-GUERRA/PRESIDENT
16990 N.E 4 CT
NORTH MIAMI BEACH, FL 33162**

ARTICLE VI DIRECTOR(S)

The name(s) and street address(es) of the director(s) to these Articles of Incorporation is(are):

**HORACIO A. MARTINEZ-GUERRA/PRESIDENT
16990 N.E 4 CT
NORTH MIAMI BEACH, FL 33162**

The undersigned incorporator(s) has(have) executed these Articles of Incorporation this 23TH day of MARCH, 1999.



Signature

Signature

Signature

Articles of Incorporation

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of sections 607.0501 or 617.0501, Florida Statutes, the undersigned 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: H.M FINANCIAL GROUP, INC.

2. The name and address of the registered agent and office is:

HORACIO A. MARTINEZ-GUERRA

(NAME)

16990 N.E 4 CT

(P.O. BOX NOT ACCEPTABLE)

NORTH MIAMI BEACH, FL 33162

(CITY/STATE/ZIP)

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HAVING 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.

SIGNATURE 

DATE MARCH 23, 1999