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LAW OFFICES OF
RONALD L. DAVIS, P.A.

SUITE 407
SKYLAKE STATE BANK BUILDING
1550 N.E. MIAMI GARDENS DRIVE
NORTH MIAMI BEACH, FLORIDA 33179

TELEPHONE (305) 940-2352

TELEX 8080-01

April 13, 1999

Corporate Records Bureau
Division of Corporations
Dept. of State
P.O. Box#6327
Tallahassee, Fl. 32301

800002839968--3

-04/15/99-01054-011

122.50 **78.75

RE: HARLAN MANAGEMENT DEVELOPERS INC.

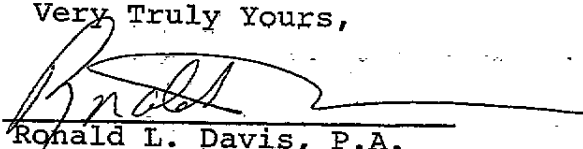
Dear Sir,

Please find enclosed the original and one copy of the
Articles of Incorporation for the above newly formed
Florida Corporation to be filed in your office.

I am also enclosing my Trust Account Check in the sum
of ~~\$22.50~~ to cover the cost of filing and request the
return of a certified copy of the filing with your office.

Thanking you for your usual cooperation, I remain,

Very Truly Yours,


Ronald L. Davis, P.A.

RLD/cad
enc.

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DIVISION OF CORPORATIONS
99 APR 15 AM 11:57

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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:
HARLAN MANAGEMENT & DEVELOPERS INC.

ARTICLE II PRINCIPAL OFFICE

The principal place of business of this corporation shall be:
1526 N.E. 110TH STREET
MIAMI, FLORIDA 33161

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 NO PAR VALUE (1000)

ARTICLE IV. INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and street address of the initial registered agent is:
RONALD L. DAVIS, ESQ.
SUITE 407, SKYLAKE STATE BANK BLDG.
1550 N.E. MIAMI GARDENS DRIVE
NORTH MIAMI BEACH, FLORIDA 33179

ARTICLE V. INCORPORATOR(S)

The name and street address of the incorporator(s) to these Articles of Incorporation is:
HARLAN BETTS
1526 N.E. 110TH STREET
MIAMI, FLORIDA 33161

The undersigned incorporator(s) has(have) executed these Articles of Incorporation this

13 day of APRIL, 1999


HARLAN BETTS

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99 APR 15 AM 11:57

CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, 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:

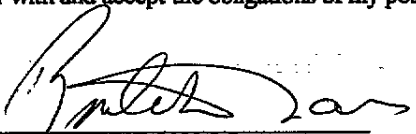
HARLAN MANAGEMENT & DEVELOPERS INC.

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

RONALD L. DAVIS, ESQ.
SUITE 407, SKYLAKE STATE BANK BLDG.
1550 N.E. MIAMI GARDENS DRIVE
NORTH MIAMI BEACH, FLORIDA 33179

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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

RONALD L. DAVIS, ESQ.

4/13/99

Date