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LAW OFFICE  
**JOSEPH M. BALOCCO, P. A.**  
1323 SE Third Avenue  
Fort Lauderdale, Florida 33316

JOSEPH M. BALOCCO  
THOMAS T. COON, JR.

Telephone: (954) 764-0005  
Facsimile: (954) 764-1478

May 13, 1999

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

FILED  
1999 MAY 14 PM 5:04  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

RE: HGW ENTERPRISES, INC.

To Whom It May Concern:

Enclosed please find an original and one copy of the Articles of Incorporation for the above proposed corporation.

If same meets with your approval, I would ask that you please file the original, endorse the copy, certify it and return in the self-addressed, stamped envelope provided.

Our check in the sum of \$122.50 made payable to "Department of State" is enclosed to cover the various filing fees.

Thank you very much for your continued courtesies and cooperation.

Sincerely yours,

JOSEPH M. BALOCCO, P.A.

By: 

Thomas T. Coon, Jr.

Enclosures

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-05/14/99--01082--004  
\*\*\*122.50 \*\*\*\*\*78.75

FILED

1999 MAY 14 PM 5:04

**ARTICLES OF INCORPORATION  
OF  
HGW ENTERPRISES, INC.**

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE I - NAME**

The name of this corporation is: HGW ENTERPRISES, INC. The principal address of the corporation is 105 Nurmi Drive, Fort Lauderdale, FL 33301.

**ARTICLE II - DURATION**

This corporation shall have perpetual existence commencing on the date of the filing of these Articles with the Department of State.

**ARTICLE III - PURPOSE**

The corporation may conduct any lawful business for which a corporation may exist under Chapter 607 of the Florida Statutes.

**ARTICLE IV - STOCK**

This corporation is authorized to issue 100 shares of NO par value common stock which shall be designated "Common Shares."

**ARTICLE V - PRE-EMPTIVE RIGHTS**

Every shareholder, upon the sale for cash of any new stock of this corporation shall have the right to purchase his prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

**ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this corporation is: 105 Nurmi Drive, Fort Lauderdale, Florida 33301, and the name of the initial registered agent of this corporation at that address is: Henry Weiss.

**ARTICLE VII - INITIAL BOARD OF DIRECTORS**

This corporation shall have three (3) Director(s) constituting the initial Board of Directors. The number of Directors may be either increased or decreased from time to time in accordance with the By Laws. The name(s) and address(es) of the initial Board of Directors of this Corporation is (are):

NAME:	ADDRESS:
Henry Weiss	105 Nurmi Drive Fort Lauderdale, FL 33301
Carol Weiss	105 Nurmi Drive

Fort Lauderdale, FL 33301

Colby Zebarth

105 Nurmi Drive  
Fort Lauderdale, FL 33301

#### ARTICLE VIII - INCORPORATORS

The name and address of each person signing these Articles is:

NAME:

ADDRESS:

Henry Weiss

105 Nurmi Drive  
Fort Lauderdale, FL 33301

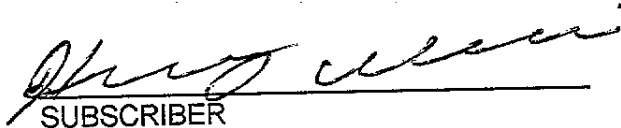
#### ARTICLE IX - INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

#### ARTICLE X - AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 13<sup>th</sup> day of May, 1999.

  
SUBSCRIBER

STATE OF FLORIDA  
COUNTY OF BROWARD

Before me, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared HENRY WEISS known to me to be the persons who executed the foregoing Articles of Incorporation, and they acknowledged before me that they executed those Articles of Incorporation or who produced valid Florida Driver Licenses as identification.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County aforesaid, this 13<sup>th</sup> day of May, 1999.



Thomas T. Coon, Jr.  
My Commission CC769540  
Expires August 23, 2002

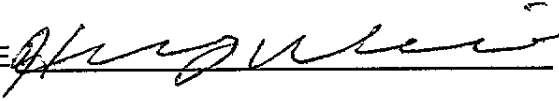
  
Notary Public

My Commission Expires:

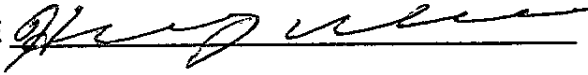
**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF  
PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

In compliance with section 48.091, Florida Statutes, the following is submitted:

First--that HGW ENTERPRISES, INC. desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at 105 Nurmi Drive, City of Fort Lauderdale, State of Florida, 33301, has named Henry Weiss, located at 105 Nurmi Drive, City of Fort Lauderdale, State of Florida, 33301, as its agent to accept service of process within Florida.

SIGNATURE   
TITLE Incorporator  
DATE MAY 13, 1999

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper performance of my duties.

SIGNATURE   
DATE MAY 13, 1999