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Florida Department of State
Division of Corporations
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From:

Account Name : ACE INDUSTRIES, INC.
Account Number : 070744001530
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SECRETARY OF STATE
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FLORIDA PROFIT CORPORATION OR P.A.

HNH, INC.

Certificate of Status	0
Certified Copy	1
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#14 P,2/5

H99-13707

ARTICLES OF INCORPORATION
OF
HNH, INC.

EFFECTIVE DATE

6-10-99

I, Linda W. Crofton, being of legal age, do hereby authorize the formation of a corporation under the laws of the State of Florida.

ARTICLE I.

The name of this corporation shall be HNH, INC.

ARTICLE II.

This corporation shall exist perpetually unless sooner dissolved according to law.

ARTICLE III.

GENERAL NATURE OF BUSINESS

The general nature of business is to consult and provide assistance in the marketing of various products and services and in public relations; and to engage in any activity or business permitted under the laws of the United States of America and of the State of Florida.

ARTICLE IV.

CAPITAL STOCK

The maximum number of shares that this corporation is authorized to have outstanding at any one time is 10,000 shares fully paid, \$.05 par value common stock. Common stock of the corporation shall be issued as "small business corporation" stock in accordance with a plan or plans under the provisions of Section 1244 of the Internal Revenue Code of 1954, as amended.

Prepared by:
ace! Industries, Inc.
54 Northwest 11th St.
Miami, FL 33136
(305) 358-2571

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ARTICLE V.
NO PRE-EMPTIVE RIGHTS GRANTED

No stockholder of any class of stock of this corporation shall be entitled to pre-emptive rights to purchase unissued or treasury shares of the corporation convertible into or carrying a right to subscribe to or acquire shares of any such unissued or treasury shares, except to the extent that, and upon such terms as the Board of Directors may from time to time determine.

ARTICLE VI.
STREET AND MAILING ADDRESS OF INITIAL REGISTERED
OFFICE AND NAME OF INITIAL REGISTERED AGENT

The initial street address of the principal place of business and mailing address of this corporation is 1742 Woodmere Drive, Jacksonville, Florida 32210. The initial registered agent is Thomas F. McMorrow, Esq., 1301 Riverplace Blvd., Suite 1836, Jacksonville, Florida 32207.

ARTICLE VII.
INITIAL DIRECTORS

The number of directors of this corporation initially shall be one, which number may be increased or decreased pursuant to the bylaws of the corporation. The name of the director who shall act until the first annual meeting or until her successor is duly chosen and qualifies is:

Linda W. Crofton
1742 Woodmere Drive
Jacksonville, Florida 32210

499-12777

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ARTICLE VIII.
SUBSCRIBER

The name and street address of the subscriber to these Articles of Incorporation is:

Linda W. Crofton
1742 Woodmere Drive
Jacksonville, Florida 32210

ARTICLE IX.
COMMENCEMENT OF CORPORATE EXISTENCE

This corporation shall commence to exist on June 10, 1999.

ARTICLE X.

The corporation reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation in the manner now or hereafter prescribed by law, and all rights conferred on stockholders herein are granted subject to this reservation.

IN WITNESS WHEREOF, I, Linda W. Crofton, being the original subscriber to the capital stock hereinabove named, for the purpose of forming a corporation to do business both within and without the State of Florida, under the laws of the State of Florida, do make and file this Certificate, hereby declaring and certifying that the facts herein stated are true, and hereunto set my hand and seal this 7th day of June, 1999.


Linda W. Crofton

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CERTIFICATION DESIGNATING PLACE OF BUSINESS OR
DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE,
NAMING AGENT UPON WHICH PROCESS MAY BE SERVED

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

FIRST: That HNH, INC., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation, at the City of Jacksonville, County of Duval, State of Florida, has named Thomas F. McMorrow, Esq., located at 1301 Riverplace Blvd., Suite 1836, Jacksonville, Florida 32207, as its agent to accept service of process within this State.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above stated corporation, at the place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.



Thomas F. McMorrow, Esq.

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