

HYDE, ALEXANDER & CO.

TRANSMITTAL

To: SECRETARY OF STATE
DIVISION OF CORPORATIONS

From: RICHARD D. HYDE, JR

CC: FILE

Date: June 2, 1999

Re: NEW FILING FOR CORPORATE STATUS

100002897211--4
-06/07/99--01149--004
*****78.75 *****78.75

P99000052708

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ENCLOSED ARE THE FOLLOWING:

- LETTER FROM FORMER HYDE, ALEXANDER & CO. PRESIDENT REQUESTING RELEASE OF NAME AND STATING THAT THERE ARE NO INTENTIONS TO RE-INCORPORATE OR TO REINSTATE THE FORMER CORPORATION.
- ARTICLES OF INCORPORATION FOR THE NEW FILING OF HYDE, ALEXANDER & CO.
- CHECK FOR \$ 78.75 PAYABLE TO THE SECRETARY OF STATE TO PAY FOR THE NEW FILING AND CERTIFICATE.
- FEDERAL ID# 65-0790953 FOR HYDE, ALEXANDER & CO.

PHONE # (305) 271-0936

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F. CHESSEN

JUN 10 1999

9400 S.W. 65th Street
Miami, Florida 33173

HYDE, ALEXANDER & CO., INC.

May 28, 1999

STATE OF FLORIDA,
DIVISION OF CORPORATIONS
NEW FILINGS
TALLAHASSEE, FLORIDA

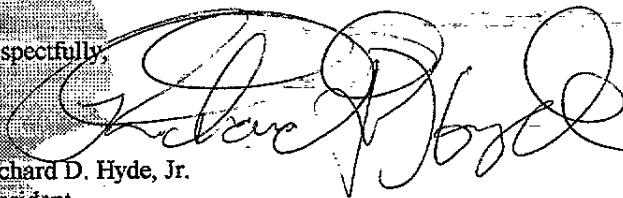
TO WHOM IT MAY CONCERN:

Please release the name "HYDE, ALEXANDER & CO., INC."

The original corporation has no intention of reinstating this corporation.

Respectfully,

Richard D. Hyde, Jr.
President



SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION OF:

Hyde, Alexander & Co., INC.

We, the undersigned, being of legal age and natural person do hereby subscribe to, acknowledge, and file the Articles of Incorporation for the purpose of creating a Corporation under the laws of the State of Florida.

ARTICLE I

The name of the Corporation shall be: Hyde, Alexander & Co., INC.

ARTICLE II

This Corporation may engage in any activity or business permitted under the laws of the State of Florida.

ARTICLE III

The capital stock authorized, the par value thereof, and the characteristics of such stock shall be as follows: 500 shares common stock, \$1.00 par value.

All of said stock shall be payable in cash, property, real or personal, labor services in lieu of cash, at just valuation to be fixed by the board of Directors of this corporation. The payment thereof does not have to be at the time of issuance, provided that said shares are subject to call thereon until the whole consideration shall have been paid.

ARTICLE IV

The amount of capital with which this Corporation shall commence business shall not be less than Five Hundred (\$500.00) Dollars.

ARTICLE V

The Corporation shall commence its existence on the date of filing and have perpetual existence thereafter unless sooner dissolved according to law.

ARTICLE VI

The principal office of the Corporation shall be at: 9400 S.W. 65 St., Miami, FL 33173
Said Corporation shall have full power and authority to transact business and to establish offices and agencies in such other places, both within and outside of the State of Florida, and in any foreign countries.

The name and address of the registered agent of this Corporation is:

Richard D. Hyde, Jr.
9400 S.W. 65th Street
Miami, Florida 33173

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLE VII

The business of the Corporation shall be conducted by a Board of Directors of not less than one (1), to be increased at the discretion of the board of Directors.

ARTICLE VIII

The name and post office address of the first Board of Directors of this Corporation, all subject to the Corporation Law of the State of Florida, who shall hold office for the first year, or until its successor is duly elected and qualified is:

Richard D. Hyde Jr.
9400 SW 65 Street
Miami, FL 33173

President/Vice President/Secretary/Treasurer/Director
Richard D. Hyde Jr.

ARTICLE IX

The name and post office address of the officers of the Corporation are as follows:

Richard D. Hyde Jr.
9400 SW 65 Street
Miami, FL 33173

President/Vice President/Secretary/Treasurer/Director
Richard D. Hyde Jr.

ARTICLE X

The name and post office address of the subscriber to the Certificate of Incorporation are as follows:

Richard D. Hyde Jr.
9400 SW 65 Street
Miami, FL 33173

ARTICLE XI

This Corporation shall indemnify any officer or director or any former officer or director, to the fullest extent permitted by law, either now existing or hereinafter enacted.

ARTICLE XII

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and the Shareholders.

ARTICLE XIII

This Corporation reserves the right, if it so wishes, to elect to be an 1120 Subchapter S Corporation, and the right to elect to approve and adopt a plan to offer shares of common stock for sale under said section of the Internal Revenue Code and all other rights contained therein, and may elect to receive all rights of Section 1244 of the Internal Revenue Code of 1954, as amended.

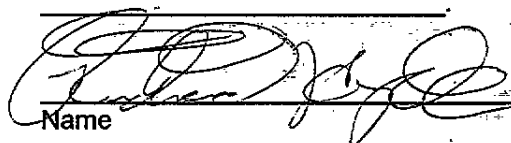
ARTICLE XIII

No contract or other transaction between this Corporation and any other Corporation, and no act of this Corporation shall in any way be affected or invalidated by the fact that any of the directors or officers of this Corporation are pecuniary or otherwise interested in, or are directors or officers of any such Corporation.

ARTICLE XV

The private property of the stockholders shall not be subject to the payment of the Corporate debts, to any extent whatsoever. The Corporation shall have first lien on the shares of its stockholders and upon the dividends due them for any indebtedness of such stockholder to the Corporation.

IN WITNESS WHEREOF, the undersigned incorporator, being the same person in **Article X** above, and in evidence of his wish to form this Corporation, does hereunto subscribe his name, this

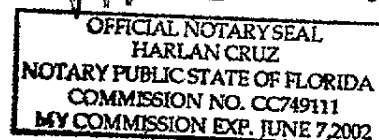

Name

STATE OF FLORIDA, COUNTY OF DADE BEFORE ME, the undersigned authority, personally appeared, Richard Hyde, to me known to be the person described herein and whose name is signed on the foregoing Certificate of Incorporation of Hyde, Alexander & Co. and who is described in said Certificate as the Incorporator of said Corporation, and acknowledged before me that he executed the same for the purposes herein expressed.

SWORN TO AND SUBSCRIBED this MAY 28, 1999.

HARLAN CRUZ, Notary Public

My Commission Expires: JUNE 7, 2002



CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.325, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statements in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is: Hyde, Alexander & Co., Inc.
2. The name and address of the registered agent and office is:
Richard D. Hyde Jr.
9400 SW 65 Street
Miami, FL 33173

SIGNATURE: _____

(corporate officer)

TITLE: PRESIDENT

DATE: 6/1/99

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 AND COMPLETE PERFORMANCE OF MY DUTIES, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.325, FLORIDA STATUTES.

SIGNATURE: _____

DATE: 6/1/99

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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