

Hughes Hubbard & Reed LLP

201 South Biscayne Boulevard  
Miami, Florida 33131-4332  
Telephone: 305-358-1666  
Fax: 305-371-8759

Antonio R. Zamora  
of Counsel  
Direct Dial: 305-379-5574  
E-mail: zamora@hugheshubbard.com

P99000062191

000002923490--3  
-07/06/99-01079-010  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

July 1, 1999

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

Re: HDHC, Inc.

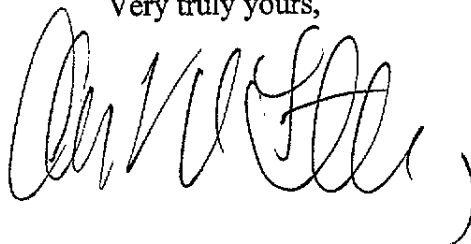
FILED  
99 JUL -6 PM 2:13  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Dear Sir or Madam:

Enclosed is an original and a copy of the Articles of Incorporation of HDHC, Inc., along with the filing fee of \$78.75.

I would appreciate it if you return to us a certified copy for our records. If you have any questions, please call me at (305) 379-5574.

Very truly yours,



ARZ/dh  
Enc.

G. CALLMON-CASE JUL 13 1999

W6-MI982650.005  
One Battery Park Plaza  
New York, NY

10004-1482

212-827-6000

47, Avenue Georges Mandel  
75116 Paris, France  
(33) (1) 44.05.80.00

1775 I Street, N.W.  
Washington, D.C.  
20006-2401  
202-721-4600

350 South Grand Avenue  
Los Angeles, CA  
90071-3442  
213-613-2800

**ARTICLES OF INCORPORATION  
OF  
HDHC, INC.**

**FILED  
99 JUL -6 PM 2:13  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA**

The undersigned, for the purpose of forming a Florida corporation, hereby makes, acknowledges, and files the following Articles of Incorporation.

**ARTICLE I -- NAME**

The name of the corporation is HDHC, Inc.

**ARTICLE II -- ADDRESS**

The mailing address and street address of the principal office of the corporation shall be 7930 NW 36th Street, Miami, Florida 33166.

**ARTICLE III -- DURATION**

The corporation shall have perpetual existence.

**ARTICLE IV -- PURPOSE**

The corporation may engage in any activity or business permitted under the laws of the United States and the State of Florida.

**ARTICLE V -- CAPITAL STOCK**

This corporation is authorized to issue 10,000 Shares of \$1.00 par value common stock.

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

The name and street address of the initial registered agent of this corporation is as follows:

Antonio R. Zamora, Esq.  
201 South Biscayne Boulevard  
Suite 2500  
Miami, Florida 33131

## **ARTICLE VII -- INITIAL BOARD OR DIRECTORS**

This corporation shall have one (1) Director initially. The number of Directors may be increased or diminished from time to time by the By-Laws but shall never be less than one (1). The name and address of the initial Director of this corporation is as follows:

Jose L. Saumat  
459 SW 19th Road  
Miami, FL 33129

## **ARTICLE VIII -- OFFICERS**

The name, address and position of the initial officer of the corporation is set forth below and such person shall hold such office until his successors are elected by the Board of Directors:

Jose L. Saumat  
459 SW 19th Road  
Miami, FL 33129

President and Secretary

## **ARTICLE IX -- BY-LAWS**

The By-Laws of this corporation may be adopted, altered, amended or repealed by either the Stockholders or the Board of Directors.

## **ARTICLE X -- INDEMNIFICATION**

The corporation shall indemnify any Officer or Director to the full extent permitted by law.

## **ARTICLE XI -- PREEMPTIVE RIGHTS**

Every Stockholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro-rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

## ARTICLE XII -- INCORPORATOR

The name and the address of the person signing these Articles is as follows:

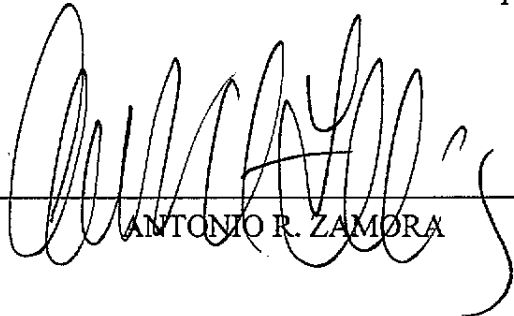
Antonio R. Zamora, Esq.  
201 South Biscayne Boulevard  
Suite 2500  
Miami, Florida 33131

FILED  
99 JUL -6 PM 2:13  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

## ARTICLE XIII - AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation in accordance with the provisions of the Florida General Corporation Act.

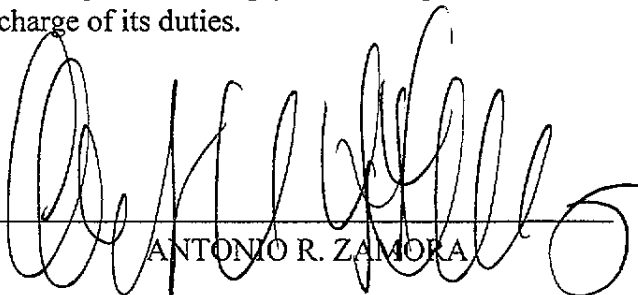
IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation, this 29th day of June, 1999.

  
\_\_\_\_\_  
ANTONIO R. ZAMORA

## ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the above stated corporation, at the place designated in Article VI of these Articles of Incorporation, the undersigned corporation hereby agrees to act in this capacity, and further agrees to comply with the provisions of all statutes relative to the proper and complete discharge of its duties.

Dated this 29th day of June, 1999.

  
\_\_\_\_\_  
ANTONIO R. ZAMORA