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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

August 1, 1999

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

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****122.50 *****78.75

Re: Hella's R. & D. Corp.

Gentlemen:

Enclosed please find the original and one (1) copy of the Articles of Incorporation together with my check in the amount of \$ 122.50 (One Hundred Twenty-two dollars and fifty cents).

This represents the cost of the filing fees, Certified Copy of Articles of Incorporation and Fee for Registered Agent Designation for the above referenced corporation.

Respectfully,



Hella Brecht, President
Hella's R. & D. Corporation
Hella's Research & Development Corporation

5190 International Avenue-A
Mims, Florida 32754

407-383-0182

Hella Brecht GAVE
AUTHORIZATION BY PHONE TO
CORRECT art I + RA Page
DATE 8-12-99
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

HELLA'S R. & D. CORP.

The undersigned subscriber to the Articles of Incorporation, natural person(s) competent to contract, hereby form a corporation under the Laws of the State of Florida.

ARTICLE I-CORPORATE NAME

The name of the corporation is: **Hella's R. & D. Corp.**

ARTICLE II-DURATION

This corporation shall exist perpetually, commencing as of the date of acceptance of these Articles of Incorporation unless dissolved according to Florida Law.

ARTICLE III- PURPOSE

The general purpose for which the corporation is organized is:

1. To transact any lawful business for which corporations may be incorporated under the Florida Corporation Act; and,
2. To do such other things as are incidental to the foregoing or necessary or desirable in order to accomplish foregoing.
3. **Hella's R. & D. Corp.** is a private Real Estate Investment Firm. Main focus is to purchase and lease properties.

ARTICLE IV-CAPITAL STOCK

- A. The maximum number of shares of capital stock that this corporation is authorized to issue and have outstanding at any one time is ONE HUNDRED THOUSAND (100,000) shares of

commons stock having ONE DOLLAR (\$ 1.00) Par value, which may be fractional shares.

B. All or any portion of this capital stock may be issued in payment for real or personal property, services, or any other right or thing having a value, in the judgment of the board of directors, at least equivalent to the full value of the stock so to be issued as hereinabove set forth, and when so issued shall become and be fully paid and non-assessable, the same as though paid for in cash, and the directors shall be the sole judges of the value of any property, right or thing acquired in exchange for capital stock, and their judgment of such value shall be conclusive.

C. Notwithstanding the foregoing, the corporation shall have the right to increase its capital stock either with or without par value, and to provide in the event of such increase the designations, preferences, voting powers or restrictions, or qualification of voting powers, of such additional stock, in an amendment to its Certificate of Incorporation.

ARTICLE V-INITIAL REGISTERED OFFICE AND AGENT

The principal office of this corporation and the mailing (street) address is 5190 International Avenue-A, Mims, Florida 32754.

The name and street address of the Initial Registered Agent of this Corporation is:

CALUM AIRD
5190 International Ave.
Mims, Florida 32754

INITIAL OFFICER(S)

The name(s) and street address(es) of the initial officer(s) of the corporation, who shall hold office for the first year in existence of this corporation or until (his/their) successor(s) is/are elected or appointed and have qualified, (is/are);

<u>NAME</u>	<u>STREET ADDRESS</u>	<u>OFFICE</u>
HELLA BRECHT	5190 International Avenue Mims, Florida 32754	President/Sec/Treasurer

ARTICLE VII-INCORPORATOR

This corporation shall consist of a minimum of one (1), and a maximum of ten (10) directors initially. The number of directors may either be increased or decreased from time to time by the by-laws but shall never be less than one (1). The name(s) and street address(es) of the initial director(s) of the corporation, who shall hold office for the first year in existence of this corporation

or until (his/her) successor(s) (is/are) elected or appointed and have qualified. (is/are);

HELLA BRECHT **5190 INTERNATIONAL AVENUE, MIMS, FLORIDA 32754**

ARTICLE IX-BY-LAWS

The shareholders of this corporation shall have the sole power to establish, enact, alter or repeal by-laws for the management of this corporation and the duties of the officers of this corporation shall be prescribed by such by-laws.

ARTICLE X-PREEMPTIVE RIGHTS

Each shareholder of the corporation shall have the right, upon the sale (for cash or otherwise) of any new stock of the corporation or of any stock of the corporation held by it in its treasury or otherwise, whether or not said stock is of the same kind, class or series as that which he already holds, to purchase his pro rata or any other share of such stock at the same price at which it is offered to others.

ARTICLE IX-AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law **IN WITNESS WHEREOF**, The parties have hereunto set their hand and seal this _____ day of **AUGUST, 1999.**

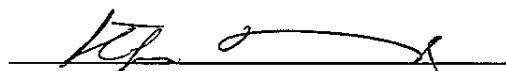

HELLA BRECHT

STATE OF FLORIDA
COUNTY OF BREVARD

The foregoing instrument was acknowledged before me this 3rd Day of August, 1999, by **HELLA BRECHT**, who is personally known to me or produced FL Drivers Lic as identification and who did did not take an oath.

8625-328-50-8400




Notary of Public

Print Name Stefanka Lebrond

My commission expires 6-15-02

**CERTIFICATE AND ACKNOWLEDGMENT
OF REGISTERED AGENT**

**CERTIFICATE OF REGISTERED AGENT
OF**

HELLA'S R. & D. CORP.

Pursuant to Florida Statutes Sections 48.091 and 607.0501, the following is submitted:

The above corporation, desiring to organize under the laws of the State of Florida with its registered office a indicated in the Articles of Incorporation at

5190 International Avenue-A
Mims, Florida 32754

Has named **CALUM AIRD**

located at the aforesaid address, as its Registered Agent to accept service of process within this state.

ACKNOWLEDGMENT

Having been named as Registered Agent to accept service of process for the above stated corporation as the place designated in this certificate, and being familiar with the obligations of this position, I hereby accept to act in this capacity, and agree to comply with the provisions of Florida Law in keeping open said office.



Calum Aird, Registered Agent

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