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ATTORNEY AT LAW

CORRESPONDING OFFICE

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Of Counsel:  
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CORRESPONDING OFFICE

One Gateway Center  
Suite 2600  
Newark, New Jersey 07102

*P99000078121*

August 25, 1999

TRANSMITTAL LETTER

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

900002973719--5  
-08/30/99-01099-016  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

**SUBJECT:** Our File No.: 7213-02  
Articles of Incorporation  
**H MAY ENTERPRISES, INC.**

Dear Sir/Madam:

Kindly find enclosed the original and one (1) copy of Articles of Incorporation for **H MAY ENTERPRISES, INC.**, along with a check in the amount of \$78.75 for filing fee and designation of registered agent. Please return a stamped copy to my office in the self-addressed stamped envelope provided.

Thank you for your cooperation.

Very truly yours,

LAW OFFICES OF  
MICHAEL I. SANTUCCI, P.A.

BY:

*[Signature]*  
Michael I. Santucci, Esquire

FILED  
99 AUG 30 PM 1:59  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*Prepared By:*  
LAW OFFICES OF  
MICHAEL I. SANTUCCI, P.A.  
4901 North Federal Highway  
Suite 440  
Fort Lauderdale, FL 33308  
Telephone: (954) 492-0071  
Florida Bar No. 0105260

**ARTICLES OF INCORPORATION**

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

**ARTICLE I NAME**

The name of the corporation shall be: **H MAY ENTERPRISES, INC.**

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE II PRINCIPAL OFFICE**

The principal place of business and mailing address of this corporation shall be:

1125 9th Street, #4  
Miami Beach, Florida 33139

**ARTICLE III SHARES**

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

One Thousand (1,000)

**ARTICLE IV PREEMPTIVE RIGHTS**

The corporation elects to have preemptive rights.

**ARTICLE V RESTRICTIONS ON TRANSFER OF SHARES**

No shares shall be issued or transferred without the express approval of the board of directors.

**ARTICLE VI BOARD OF DIRECTORS**

The number of directors constituting the initial board of directors shall be One (1) and the name and address of the person who is to serve as director until the first annual meeting of the shareholders or until his successors are elected and qualified is:

HEATHER MAY HINSON  
1125 9th Street, #4  
Miami Beach, Florida 33139

**ARTICLE VII INITIAL REGISTERED AGENT/ADDRESS**

The name and address of the initial registered agent is:

MICHAEL I. SANTUCCI, ESQ.  
Nations Bank Building  
4901 North Federal Highway  
Suite 440  
Fort Lauderdale, Florida 33308

**ARTICLE VIII INCORPORATOR**

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

HEATHER MAY HINSON  
1125 9th Street, #4  
Miami Beach, Florida 33139

The undersigned incorporator has executed these Articles of Incorporation this 19 day of August, 1999.

  
HEATHER MAY HINSON

7213-01/laj

**LIMITED POWER OF ATTORNEY**

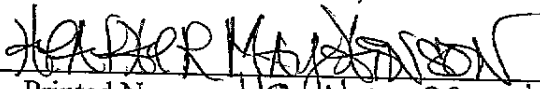
1. I, **HEATHER MAY HINSON**, as director/officer of **H MAY ENTERPRISES, INC.**, do hereby appoint **MICHAEL I. SANTUCCI, P.A.** as the corporation's true and lawful attorney-in-fact, to sign, make, execute and deliver any and all documents necessary to obtain a Federal Taxpayer Identification Number (EIN) and make an election under Subchapter S of the Internal Revenue Code, as the corporation was advised by its accountant, in the corporation's name, as its said attorney as the corporation could do if personally present; and hereby ratify and affirm all acts performed by **MICHAEL I. SANTUCCI, P.A.** by virtue of this Limited Power of Attorney.

2. The authority granted herein is limited to the matters set forth herein and those reasonably related thereto, and such incidental acts as are reasonably required to carry out and perform the specific authorities granted herein..

3. My attorney-in-fact agrees to accept this appointment subject to its terms, and agrees to act and perform in said fiduciary capacity consistent with my best interest as my attorney-in-fact in his discretion deems advisable.

4. This Limited Power of Attorney is effective upon execution, and may be revoked by the corporation at any time, and shall automatically be revoked upon the dissolution of the corporation, provided any person relying on this Limited Power of Attorney shall have full rights to accept and rely upon the authority of the corporation's attorney-in-fact until in receipt of actual notice of revocation.

**H MAY ENTERPRISES, INC.**

BY:   
Printed Name: Heather May Hinson  
Title: Director

**CERTIFICATE OF DESIGNATION OF REGISTERED AGENT**

PURSUANT TO FL. STAT. 607.0501, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is **H MAY ENTERPRISES, INC.**
2. The name and address of the registered agent is: **MICHAEL I. SANTUCCI, ESQ.**  
Nations Bank Building  
4901 N. Federal Highway  
Suite 440  
Ft. Lauderdale, Florida 33308

HAVING BEEN NAMED AS REGISTERED AGENT TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

8/25/99  
DATE

BY:

  
MICHAEL I. SANTUCCI, ESQ.

FILED  
99 AUG 30 PM 1:59  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA