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Law Offices
STEPHEN M. BLACKBURN

412 N.E. 4TH STREET
FORT LAUDERDALE, FLORIDA 33301
TELE: (954) 463-5266

October 19, 1999

Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

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-10/20/99--01068--005
*****78.75 *****78.75

RE: HWB, INC.

Dear Secretary:

Please find enclosed herewith the duly executed Articles of Incorporation for the above referenced corporation. Also enclosed is my check in the amount of $ 78.75 to cover the following fees:

Filing Fee	$ 70.00
Certified Copy	8.75

Please file the Articles on October 20, 1999, and return the certified copy to my office. Thank you.

Very truly yours,

STEPHEN M. BLACKBURN
Attorney at Law

FILED
1999 OCT 20 AM 9:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

HWB, INC.

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, does hereby adopt the following Articles of Incorporation:

ARTICLE I. CORPORATE NAME.

The name of this Corporation shall be:

HWB, INC.

ARTICLE II. TERM OF EXISTENCE.

This Corporation shall have a perpetual existence commencing upon the filing of these Articles with the Department of State.

ARTICLE III. NATURE OF BUSINESS AND POWERS.

The general nature of the business or purpose to be transacted by this Corporation is as follows:

This corporation is organized to engage in the transaction of any and all lawful business for which corporations may be incorporated under the Florida Corporation Act and is organized for the purpose of transacting any and all lawful business.

ARTICLE IV. CAPITAL STOCK.

The maximum number of shares of stock that this Corporation is authorized to issue and have outstanding at any one time is Seven Thousand Five Hundred shares (7,500) of common stock having a par value of $1.00 per share.

ARTICLE V. REGISTERED AGENT, INITIAL REGISTERED OFFICE, INITIAL PRINCIPAL OFFICE, AND MAILING ADDRESS.

The Registered Agent and the street address of the initial Registered Office is STEPHEN M. BLACKBURN, Attorney, 412 Northeast 4th Street, Ft. Lauderdale, Florida 33301, and the Principal Office, including mailing address of this Corporation, in the State of Florida shall be 3021 Southwest 22nd Court, Ft. Lauderdale, Florida 33312. The Board of Directors from time to time may move the Registered Office to any other address in the State of Florida.

ARTICLE VI. INITIAL BOARD OF DIRECTORS.

This Corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time by the Bylaws, but shall never be less than one. The name and address of the initial director of this corporation is:

NAME	ADDRESS
HERBERT W. BALLARD	3021 Southwest 22nd Court Ft. Lauderdale, Florida 33312

ARTICLE VII. INCORPORATOR.

The name and street address of the person signing these Articles of Incorporation as the Incorporator is:

NAME	ADDRESS
STEPHEN M. BLACKBURN, Attorney	412 Northeast 4th Street Fort Lauderdale, Fla. 33301

ARTICLE VIII. VOTING RIGHTS.

Except as otherwise provided by law, the entire voting power for the election of directors, and for all other purposes, shall be vested exclusively in the holders of the outstanding common shares.

ARTICLE IX. PREEMPTIVE RIGHTS.

Every shareholder, 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 X. BYLAWS.

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

ARTICLE XI. APPROVAL OF SHAREHOLDERS REQUIRED FOR MERGER

The approval of the shareholders of this Corporation to any plan of merger shall be required in every case, whether or not such approval is required by law.

ARTICLE XII. COMPENSATION OF DIRECTORS.

The shareholders of this Corporation shall have the exclusive authority to fix the compensation of directors of this Corporation.

ARTICLE XIII. INDEMNIFICATION.

This Corporation shall indemnify any officer or director or any former officer or director, to the full extent permitted by law.

ARTICLE XIV. AMENDMENT.

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment hereto, and any right conferred upon the Shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned, as Incorporator, has executed the foregoing Articles of Incorporation on the 19th day of October, 1999.

Stephen M. Blackburn

STEPHEN M. BLACKBURN
Incorporator

STATE OF FLORIDA
COUNTY OF BROWARD

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared STEPHEN M. BLACKBURN, who is personally known to me and known by me to be the person who executed the foregoing Articles of Incorporation, or who produced ____________________ as identification, and who did not take an oath, and he acknowledged before me that he executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County aforesaid, this 19 day of October, 1999.

Peggy Glass

Notary Public
State of Florida at Large
My Commission Expires:

(SEAL)
Commission #:

PEGGY GLASS
MY COMMISSION # CC 761665
EXPIRES: August 17, 2002
Bonded Thru Notary Public Underwriters

FILED

1999 OCT 20 AM 9:44

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR

DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS

STATE, NAMING AGENT UPON WHOM SERVICE MAY BE SERVED

In compliance with Sections 48.091 and 607.00, Florida Statutes, the following is submitted:

That HWB, INC., desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation, in the City of Fort Lauderdale, County of Broward, State of Florida, has named STEPHEN M. BLACKBURN Attorney, 412 Northeast 4th Street, Fort Lauderdale, Florida, 33301, as its Registered Agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above-named Corporation, at the place designated in this certificate, the undersigned agrees to act in this capacity, and agrees to comply with the provisions of Florida law relative to keeping the designated office open.

Stephen M. Blackburn

STEPHEN M. BLACKBURN