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ALLAN L. HOFFMAN, ESQ.
ATTORNEY AT LAW
1610 SOUTHERN BLVD.
WEST PALM BEACH, FLORIDA 33406

561-478-7066
FAX 561-478-7067
Friday, April 2, 1999

Corporate Records Bureau
Division of Corporations
Department of State
P.O. Box 6327
Tallahassee, FL 32301

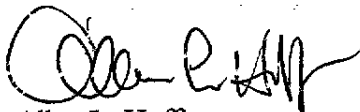
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-04/07/99-01041-001
*****70.00 *****70.00

Re: Oakhill, Inc.
My File: 98-36

Dear Sirs:

Enclosed please find an original and two copies of Articles of Incorporation and a Resident Agent Designation for Oakhill, Inc., together with my check in the amount of \$70.00. Please file this, returning a copy to me.

Sincerely,


Allan L. Hoffman

Enclosure

FILED
99 APR -7 PM 1:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

B. BROOK APR 12 1999

ARTICLES OF INCORPORATION
FOR
OAKHILL, 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 ONE: The name of the Corporation is OAKHILL, INC..

ARTICLE TWO: The duration of the corporation is perpetual.

ARTICLE THREE: The general purpose for which the corporation is organized is to transact any lawful business for which corporations may be incorporated under the Florida General Corporation Act or engage in any trade or business for any lawful purpose.

ARTICLE FOUR: The aggregate number of shares which the corporation is authorized to issue is Five Hundred (500). Such shares shall be of a single class, and shall have a par value of One Dollar (\$1).

ARTICLE FIVE: The street address of the corporation's principal office, the mailing address of the corporation and the initial registered office of the corporation is 1610 Southern Blvd., West Palm Beach, Florida 33406, and its initial registered agent at such address is ALLAN L. HOFFMAN.

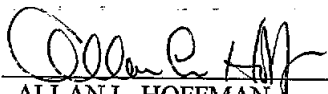
ARTICLE SIX: The number of directors constituting the initial board of directors of the corporation is one. The name and address of each person who is to serve as a member of the initial board of directors is:

ALLAN L. HOFFMAN, 1610 Southern Blvd., West Palm Beach, Florida 33406.
It is anticipated that this corporation will be operated by the stockholders without a Board of Directors.

ARTICLE SEVEN: The name and address of each incorporator is:

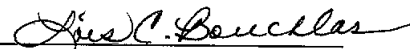
ALLAN L. HOFFMAN, 1610 Southern Blvd., West Palm Beach, Florida 33406.

Executed by the undersigned at West Palm Beach, Florida this 5th day of April, 1999.

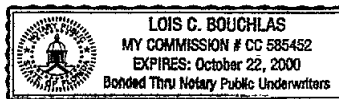

ALLAN L. HOFFMAN

STATE OF FLORIDA
COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this 5th day of April, 1999, by ALLAN L. HOFFMAN, who is personally known to me or who has produced _____ (type of identification) as identification and who did take an oath.


Signature of Notary

Name of Notary (Print)



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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RESIDENT AGENT CERTIFICATE

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTE.
THE FOLLOWING IS SUBMITTED.

FIRST--THAT

OAKHILL, INC.,

DESIRING TO ORGANIZE UNDER THE LAWS OF THE STATE OF FLORIDA WITH ITS PRINCIPAL PLACE OF BUSINESS AT

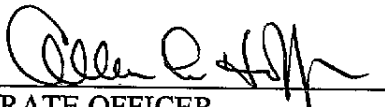
1610 SOUTHERN BLVD., W. PALM BEACH, FLORIDA 33406

NAMED

Allan L. Hoffman,

LOCATED AT
1610 Southern Blvd.,
W. Palm Beach, Florida 33406

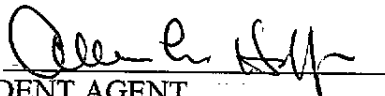
ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

SIGNATURE 
CORPORATE OFFICER

TITLE President

DATE: April 5, 1999

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.

SIGNATURE 
RESIDENT AGENT

DATE: ~~November 23, 1998~~
April 5, 1999

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA