

CORPORATION INFORMATION
SERVICES, INC.
1201 HAYS STREET
TALLAHASSEE, FL 32301
904-222-9171
904-222-0393 FAX

800-342-8086

P95000011492

95 FEB 10 AM 11:27

DIVISION OF CORPORATION

CSC networks

MAIL TO:
P.O. Box 5828
TALLAHASSEE, FL 32314

ACCOUNT NO. : 072100000032

REFERENCE : 541571 4656A

AUTHORIZATION :

COST LIMJT : 9 122.50

ORDER DATE : February 10, 1995

700001403287

ORDER TIME : 10:49 AM

Patricia Pizzuto

ORDER NO. : 541571

CUSTOMER NO: 4656A

CUSTOMER: Elizabeth Galvin, Legal Asst
GREENBERG TRAUIG HOFFMAN
LIPOFF ROSEN & QUENTEL, P. A.
P. O. Box 12890

Rush Will Wait

Miami, FL 33101-2890

DOMESTIC FILING

RUSH WILL WAIT

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NAME: HAVERFIELD INTERNATIONAL
LICENSING CORP.

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- ARTICLES OF INCORPORATION
- CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

- CERTIFIED COPY
- PLAIN STAMPED COPY
- CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Unassigned

EXAMINER'S INITIALS:

TW
2-10-95
02/A

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
HAVERFIELD INTERNATIONAL LICENSING CORP.

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TALLAHASSEE, FLORIDA

ARTICLE I

The name of the corporation is **HAVERFIELD INTERNATIONAL LICENSING CORP.**, (the "Corporation").

ARTICLE II

The address of the principal office and the mailing address of the Corporation is 200 South Biscayne Boulevard, Suite 5400, Miami, Florida 33131.

ARTICLE III

The capital stock authorized, the par value thereof, and the characteristics of such stock shall be as follows:

<u>Number of Shares Authorized</u>	<u>Par Value Per Share</u>	<u>Class of Stock</u>
1,000	\$ 0.01	Common

ARTICLE IV

The Corporation shall hold a special meeting of shareholders only:

- (1) On call of the Board of Directors or persons authorized to do so by the Corporation's Bylaws; or
- (2) If the holders of not less than 50 percent of the persons entitled to vote on any issue proposed to be considered at the proposed special meeting sign, date, and deliver to the Corporation's secretary one or more written demands for the meeting describing the purpose or purposes for which it is to be held.

ARTICLE V

The street address of the Corporation's initial registered office is 1201 Hays Street, City of Tallahassee, County of Leon, State of Florida 33131, and the name of its initial registered agent at such office is Corporation Information Services, Inc.

ARTICLE VI

The Board of Directors of the Corporation shall consist of at least one director, with the exact number to be fixed from time to time in the manner provided in the Corporation's Bylaws. The number of directors constituting the initial Board of Directors is one, and the name and address of the member of the initial Board of Directors, who will serve as the Corporation's director until successors are duly elected and qualified is:

Scott Yenser
200 South Discayne Boulevard
Suite 5400
Miami, Florida 33131

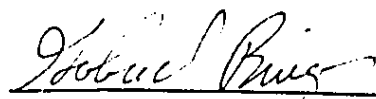
ARTICLE VII

The name of the Incorporator is Gabriel Buigas and the address of the Incorporator is 1221 Brickell Avenue, Miami, Florida 33131.

ARTICLE VIII

This Corporation shall indemnify and shall advance expenses on behalf of its officers and directors to the fullest extent not prohibited by law in existence either now or hereafter.

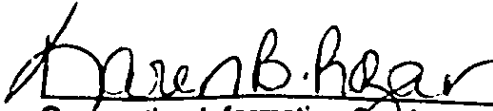
IN WITNESS WHEREOF, the undersigned, being the Incorporator named above, for the purpose of forming a corporation pursuant to the Florida Business Corporation Act of the State of Florida has signed these Articles of Incorporation this 9th day of February, 1995.



Gabriel Buigas, Incorporator

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

The undersigned, having been named the Registered Agent of **HAVERFIELD INTERNATIONAL LICENSING CORP.**, hereby accepts such designation and is familiar with, and accepts, the obligations of such position, as provided in Florida Statutes §607.0505.



Karen B. Bear
Corporation Information Services, Inc.
Registered Agent

Dated: February 10, 1995

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TALLAHASSEE, FLORIDA