

James V. Albo
Attorney at Law
County County Professional Center Suite 300
2020 W. 16th Street
North Miami Beach, Florida 33162

Trade (10%) 911 9100

Law (10%) 919 9029

Business (10%) 925 5112

P95000044495

May 22, 1995

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

000001503500
-06/01/95--01071--0002
****122.50 ****122.50

RE: HAANEL, INC
ARTICLES OF INCORPORATION

Dear Sir or Madame;

Attached please find the Articles of Incorporation for the above-captioned corporation and a check in the amount of \$122.50 for the filing fees.

Please forward said articles of incorporation to this office after they have been filed.

Thank you for your attention to these matters.

Sincerely;

JAMES V. ALBO, ESQ.
JVA/blg: enclosures

JVA/bla

cc: Haanel, Inc.

D. BROWN JUN - 9 1995

18, 19, 20, 21, 22, 23, 24, 25, 26, 27, 28, 29, 30, 31, 32, 33, 34, 35, 36, 37, 38, 39, 40, 41, 42, 43, 44, 45, 46, 47, 48, 49, 50, 51, 52, 53, 54, 55, 56, 57, 58, 59, 60, 61, 62, 63, 64, 65, 66, 67, 68, 69, 70, 71, 72, 73, 74, 75, 76, 77, 78, 79, 80, 81, 82, 83, 84, 85, 86, 87, 88, 89, 90, 91, 92, 93, 94, 95, 96, 97, 98, 99, 100, 101, 102, 103, 104, 105, 106, 107, 108, 109, 110, 111, 112, 113, 114, 115, 116, 117, 118, 119, 120, 121, 122, 123, 124, 125, 126, 127, 128, 129, 130, 131, 132, 133, 134, 135, 136, 137, 138, 139, 140, 141, 142, 143, 144, 145, 146, 147, 148, 149, 150, 151, 152, 153, 154, 155, 156, 157, 158, 159, 160, 161, 162, 163, 164, 165, 166, 167, 168, 169, 170, 171, 172, 173, 174, 175, 176, 177, 178, 179, 180, 181, 182, 183, 184, 185, 186, 187, 188, 189, 190, 191, 192, 193, 194, 195, 196, 197, 198, 199, 200, 201, 202, 203, 204, 205, 206, 207, 208, 209, 210, 211, 212, 213, 214, 215, 216, 217, 218, 219, 220, 221, 222, 223, 224, 225, 226, 227, 228, 229, 230, 231, 232, 233, 234, 235, 236, 237, 238, 239, 240, 241, 242, 243, 244, 245, 246, 247, 248, 249, 250, 251, 252, 253, 254, 255, 256, 257, 258, 259, 260, 261, 262, 263, 264, 265, 266, 267, 268, 269, 270, 271, 272, 273, 274, 275, 276, 277, 278, 279, 280, 281, 282, 283, 284, 285, 286, 287, 288, 289, 290, 291, 292, 293, 294, 295, 296, 297, 298, 299, 300, 301, 302, 303, 304, 305, 306, 307, 308, 309, 310, 311, 312, 313, 314, 315, 316, 317, 318, 319, 320, 321, 322, 323, 324, 325, 326, 327, 328, 329, 330, 331, 332, 333, 334, 335, 336, 337, 338, 339, 340, 341, 342, 343, 344, 345, 346, 347, 348, 349, 350, 351, 352, 353, 354, 355, 356, 357, 358, 359, 360, 361, 362, 363, 364, 365, 366, 367, 368, 369, 370, 371, 372, 373, 374, 375, 376, 377, 378, 379, 380, 381, 382, 383, 384, 385, 386, 387, 388, 389, 390, 391, 392, 393, 394, 395, 396, 397, 398, 399, 400, 401, 402, 403, 404, 405, 406, 407, 408, 409, 410, 411, 412, 413, 414, 415, 416, 417, 418, 419, 420, 421, 422, 423, 424, 425, 426, 427, 428, 429, 430, 431, 432, 433, 434, 435, 436, 437, 438, 439, 440, 441, 442, 443, 444, 445, 446, 447, 448, 449, 450, 451, 452, 453, 454, 455, 456, 457, 458, 459, 460, 461, 462, 463, 464, 465, 466, 467, 468, 469, 470, 471, 472, 473, 474, 475, 476, 477, 478, 479, 480, 481, 482, 483, 484, 485, 486, 487, 488, 489, 490, 491, 492, 493, 494, 495, 496, 497, 498, 499, 500, 501, 502, 503, 504, 505, 506, 507, 508, 509, 510, 511, 512, 513, 514, 515, 516, 517, 518, 519, 520, 521, 522, 523, 524, 525, 526, 527, 528, 529, 530, 531, 532, 533, 534, 535, 536, 537, 538, 539, 540, 541, 542, 543, 544, 545, 546, 547, 548, 549, 550, 551, 552, 553, 554, 555, 556, 557, 558, 559, 560, 561, 562, 563, 564, 565, 566, 567, 568, 569, 570, 571, 572, 573, 574, 575, 576, 577, 578, 579, 580, 581, 582, 583, 584, 585, 586, 587, 588, 589, 590, 591, 592, 593, 594, 595, 596, 597, 598, 599, 600, 601, 602, 603, 604, 605, 606, 607, 608, 609, 610, 611, 612, 613, 614, 615, 616, 617, 618, 619, 620, 621, 622, 623, 624, 625, 626, 627, 628, 629, 630, 631, 632, 633, 634, 635, 636, 637, 638, 639, 640, 641, 642, 643, 644, 645, 646, 647, 648, 649, 650, 651, 652, 653, 654, 655, 656, 657, 658, 659, 660, 661, 662, 663, 664, 665, 666, 667, 668, 669, 670, 671, 672, 673, 674, 675, 676, 677, 678, 679, 680, 681, 682, 683, 684, 685, 686, 687, 688, 689, 690, 691, 692, 693, 694, 695, 696, 697, 698, 699, 700, 701, 702, 703, 704, 705, 706, 707, 708, 709, 710, 711, 712, 713, 714, 715, 716, 717, 718, 719, 720, 721, 722, 723, 724, 725, 726, 727, 728, 729, 730, 731, 732, 733, 734, 735, 736, 737, 738, 739, 740, 741, 742, 743, 744, 745, 746, 747, 748, 749, 750, 751, 752, 753, 754, 755, 756, 757, 758, 759, 760, 761, 762, 763, 764, 765, 766, 767, 768, 769, 770, 771, 772, 773, 774, 775, 776, 777, 778, 779, 780, 781, 782, 783, 784, 785, 786, 787, 788, 789, 790, 791, 792, 793, 794, 795, 796, 797, 798, 799, 800, 801, 802, 803, 804, 805, 806, 807, 808, 809, 810, 811, 812, 813, 814, 815, 816, 817, 818, 819, 820, 821, 822, 823, 824, 825, 826, 827, 828, 829, 830, 831, 832, 833, 834, 835, 836, 837, 838, 839, 840, 841, 842, 843, 844, 845, 846, 847, 848, 849, 850, 851, 852, 8

FIRST: The name of the corporation shall be:

SECOND: The period of duration of the corporation is perpetual.

FOURTH: Authorized Shares:

Initial Issue: FIVE HUNDRED (500)
of the Capital Stock of the corporation that have been issued shall
be the stated capital of the Corporation at any particular time.

No classes of stock: The shares of the Corporation are not to be divided into classes.

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FIFTH: The initial street address in Florida of the initial principal office of the Corporation is: MARIA GOLAJOVSKI, c/o: JAMES V. ALBO, 2020 N.E. 163rd Street, Miami, Florida, 3162

And the Registered Agent is: JAMES V. ALBO
whose address is: 2020 N.E. 163rd Street, #300,
North Miami Beach, Florida 33162

SIXTH: The Board of Directors shall consist of one (1) director who need not be a resident of the State of Florida or a shareholder of the Corporation. The initial director is MARIA GOLAJOVSKI, whose street address is c/o: JAMES V. ALBO, 2020 N.E. 163rd Street, #300, North Miami Beach

SEVENTH: The names and addresses of the persons who shall serve as directors until the first annual meeting of the shareholders, or until their successors shall have been elected and qualified are as follows:

NAME	ADDRESS
MARIA GOLAJOVSKI	c/o: JAMES V. ALBO 2020 N.E. 163rd Street, #300 North Miami Beach, Florida 33162

EIGHTH: The names and addresses of the initial incorporators are as follows:

NAME	ADDRESS
MARIA GOLAJOVSKI	c/o: JAMES V. ALBO 2020 N.E. 163rd Street, #300 North Miami Beach, Florida 33162

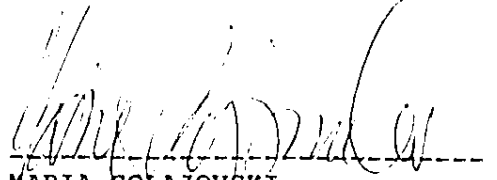
NINTH: A majority of the stockholders of the Corporation shall be required for any shareholder action.

TENTH: The shareholders shall have the power to adopt, amend, alter, change, or repeal the Articles of Incorporation when proposed and approved at a stockholder's meeting, with no less than a majority vote of the common stock.

ELEVENTH: The holders of the common stock of the corporation shall have preemptive rights to purchase, at prices, terms, and conditions that shall be fixed by the Board of Directors, such shares of the stock of this corporation as may be issued for money (money, or any property, or services) from time to time, in addition to that stock authorized (and issued) by the Corporation. The preemptive right of any holder is determined by the ratio of the authorized and issued shares of common stock held by the holder to all shares of common stock currently authorized and issued.

TWELFTH: There shall be no cumulative voting.

IN WITNESS WHEREOF, the undersigned have made and subscribed to these Articles of Incorporation at the City of Miami, in the County of Dade, and the State of Florida, on this day of May 1995.



MARIA GOLAJOVSKI

STATE OF FLORIDA)
COUNTY OF DADE) ss.

The foregoing instrument was acknowledged before me this
18 day of May, 1994. by MARIA GOLAJOVSKI
who is (are) personally known to me or ~~who has (have)~~ produced
as identification and did take an oath.


NOTARY PUBLIC

E. Lea Shelton
PRINT NAME OF NOTARY

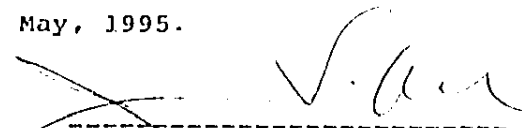
My Commission Expires:

NOTARY PUBLIC STATE OF FLORIDA
MY COMMISSION EXP. AUG. 5, 1995
BONDED THROUGH GENERAL INS. UND.

ACCEPTANCE OF REGISTERED AGENT
OF
HAANEI, INC.

RECEIVED
MAY 11 1995
10:20
NOTARY PUBLIC

I, the undersigned, being the original Registered Agent to accept service of process for the Corporation hereinabove named, do hereby accept the appointment as Registered Agent for said Corporation, agree to comply with the provision of Florida Law relative to keeping open said office, and hereunto set my hand and/or seal, on this 18 day of May, 1995.



JAMES V. ALBO

STATE OF FLORIDA)
) ss.
COUNTY OF DADE)

The foregoing instrument was acknowledged before me this 18 day of May, 1995, by JAMES V. ALBO who is personally known to me or who has produced as identification and who did take an oath.



NOTARY PUBLIC

Elena Shedin

PRINT NAME OF NOTARY

My Commission Expires:
NOTARY PUBLIC STATE OF FLORIDA
MY COMMISSION EXPIRES 05/31/96
BONDED THROUGH GENERAL INS. UND.