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FILED

2000 JAN 20 PM 7:36

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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January 19, 2000

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Division of Corporations
409 East Gains st.
Tallahassee, FL 32399

Re: Articles of incorporation for Haylee's Customs, Inc.

Enclosed please find check in the amount of \$70.00 payable to the secretary of state for the enclosed articles together with copies.

Sincerely yours,

Jorge Gaviria

A. Howell JAN 27 2000

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

Haylee's Customs, Inc

In compliance with the requirements of the Florida Statute Chapter 607, the undersigned, being a natural person, does hereby act as an incorporator in adopting and filing the following Articles of Incorporation for the purpose of organizing a business corporation.

ARTICLE I

The name of the corporation is Haylee's Customs, Inc.

ARTICLE II

The mailing address of the corporation is:
9769 S. Dixie Hwy 101, Miami, Florida 33156.

ARTICLE III

The maximum number of shares this corporation is authorized to issue is ONE HUNDRED (100), all of which shall be common shares. All common shares shall be identical with each other in every respect and the holders thereof shall be entitled to one vote for each share upon all matters on which shareholders have the right to vote.

ARTICLE IV

The purpose of this corporation shall be to engage in business and any other general purpose authorized by Florida Statutes Chapter 607.

ARTICLE V

The initial street address of the corporation's principal office is: 9769 S. Dixie Hwy Suite 101, Miami, Florida 33156.

The Registered Agent for the corporation is:

JORGE GAVIRIA
9769 S. DIXIE HWY.
SUITE 201
MIAMI, FLORIDA 33156

ARTICLE VI

The initial Board of Directors shall consist of one members.
The names and addresses who will serve on the initial

Board of Directors are:

Gregg Glasel
P.O. Box 6682
Miami, Florida 33256

ARTICLE VII

The names and addresses of the persons signing these Articles
of Incorporation are:

NAME

Gregg Glasel
P.O. Box 6682
Miami, Florida 33256

ARTICLE VIII

The corporation shall indemnify its directors, officers,
employees, and agents to the fullest extent permitted by law.

ARTICLE IX

PREEMPTIVE RIGHT

Each shareholder of this corporation shall have the first
right to purchase shares (and securities convertible into shares)
of any class, kind or series of stock in this corporation that may,
from time to time, be issued (whether or not presently authorized),
including shares from the treasury of this corporation, in the
ratio that the number of shares equals at the time of issue bears
the total number of shares outstanding, exclusive of treasury
shares. This right shall be deemed waived by any shareholder who
does not exercise it and pay for the shares preempted within thirty
(30) days of receipt of a notice in writing from the corporation,
stating the prices, terms and conditions of the issue of the
shares, and inviting him to exercise his preemptive rights. The
right may also be waived by affirmative written waive submitted by
the shareholder to the corporation within thirty (30) days of
receipt of notice from the corporation.

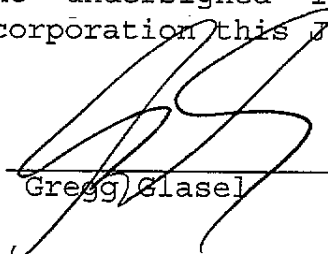
ARTICLE X

MEETING BY CONFERENCE TELEPHONE

Members of the Board of Directors may participate in special,

regular, or annual meetings of the Board of Directors by means of conference telephone or similar communications equipment as provided by Florida Statute 607.0820(4).

IN WITNESS WHEREOF, the undersigned incorporators have executed these Articles of Incorporation this January 12, 2000.



Gregg Glasel

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TALLAHASSEE, FLORIDA

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for Haylee's Customs, Inc., as designated in the Articles of Incorporation, the undersigned is familiar with and accepts the obligations of that position pursuant to Florida Statute 607.0501(3).



JORGE GAVIRIA