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James D. Brown, Jr.

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April 20, 1995

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

RE: THE HAINING GROUP, INC.

700001468557
-04/24/95--01071--014
****122.50 ****122.50

Gentlemen:

In connection with the above proposed corporation,
enclosed please find original and copy of the Articles of
Incorporation together with a check in the amount of \$122.50
to cover the following:

1. Filing fee..... \$ 35.00
2. Certified copy of Articles.. \$ 52.50
3. Registered Agent Certificate \$ 35.00

TOTAL \$ 122.50

If you find all in order, kindly return one filed
copy in the enclosed self-addressed, stamped envelope.

Thank you.

Very truly yours,

JAMES D. BROWN, JR.

JDB/lm
Enc. ck

FILED
55 APR 24 1995
TALLAHASSEE, FLORIDA

APR 24-26

CERTIFICATE OF INCORPORATION
OF

THE HAINING GROUP, INC.

FILED
95 APR 26 11:14 AM
TALLAHASSEE, FLORIDA

WE, the undersigned hereby associate ourselves together for the purpose of becoming a corporation under the laws of the State of Florida providing for the formation of a corporation for profit, with the powers, rights, privileges and immunities hereinafter mentioned, and we hereby make, subscribe and acknowledge and file with the Secretary of State of Florida this Certificate of Incorporation; and to that end we do by this Certificate, set forth:

ARTICLE I

The name of the corporation is:

THE HAINING GROUP, INC.

ARTICLE II

The general nature of the business and the objects and purposes to be transacted and carried on are to do any and all things allowed and permitted to be done by corporations under the Statutes of the State of Florida, and to do any and all of the things hereinafter mentioned as fully and to the same extent as natural persons might or could do, to wit:

a) To engage in the business of airline sales and marketing consultant; and any and all other lawful business within or without the United States of America,

b) To build, erect, construct, purchase, hire or otherwise acquire, own, provide, establish, maintain, hold, work, develop, sell, convey, lease, mortgage, exchange, improve and otherwise deal in and dispose of real estate and real property and all other kinds of property of whatsoever nature, whether

real, personal or mixed, or any interests or rights therein without limits as to amounts; to buy, sell, assign, convey and cancel liens upon personal property and real estate of every kind and nature whatsoever; to act as broker or agent for the purchase, sale, leasing and management of real estate, and the negotiating of loans thereon; to borrow and lend money and to negotiate loans; to draw, endorse, accept, discount and deliver bills of exchange, promissory notes, bonds, debentures, and other negotiable instruments of whatsoever nature, and secure the same by mortgage on its property or otherwise; to issue on commission, subscribe for, take acquire, hold, exchange and deal in shares, stocks, bonds, obligations or securities of any government or authority, individual or corporation.

c) To carry on the business of a holding company and to purchase and acquire any mercantile or commercial business, trade or enterprise permitted by the laws of the State of Florida, and to own, hold, operate, maintain, use, sell or otherwise dispose of the same. To enter into or engage in any such business, trade or enterprise.

d) To make and carry out contracts for building, erecting, improving and repairing building, structures, improvements, warehouses, docks, bridges, bulkheads, sea walls, fills and structures of every kind and nature whatsoever; to build; construct or repair roads, bridges, wharves, sea walls, sidewalks, ditches, drains, bulkheads and in connection therewith, to use any appliance or appliances, dredge or equipment of whatsoever nature for the purpose of so doing; to carry on in any and all of its respective branches and the business of general contracting of whatsoever nature; to own and operate boats, boat lines, bridges and dredges; to make, deepen or widen channels or canals; to fill in low ground, to buy, sell, manufacture, trade and deal in machinery, tools, and in steel, iron, plaster, granite, implements, stone, brick, lumber, shell, sand and every kind of building material and supplies whatsoever; to

make all manner of river and harbor improvements; to engage in the building of buildings and repairing of vessels, ships, boats, crafts and to do all manner of marine construction work.

e) To engage in the sales and commission business in the representation of factories, wholesalers and businesses which require the use and services of a sales and commissions agency, and to do all things necessary in connection with the operation of a sales and commission agency; as well as to engage in other similar and allied businesses incidental to a sales and commission agency, which said agency will operate both within and without the continental limits of the United States of America.

f) To own, conduct, operate and maintain a store or stores or distribution centers, warehouses, lofts, lots, storage centers or other outlets for the purpose of manufacturing, making, buying, selling and otherwise dealing in building supplies and equipment incidental to the construction business.

g) Generally, to make and perform contracts of any kind and description, and for the purpose of attaining any of the objects of the corporation, to do and perform any other acts or things, and to exercise any and all powers which a co-partnership or natural person could do and exercise, and which are now, or hereafter may be authorized by law, and generally do and perform any and all things necessary or incidental to the performing or carrying out of the powers hereinabove specifically delegated or implied.

ARTICLE III

The capital stock of this corporation shall be divided into 1,000 shares of common stock of NO par value. All said stock shall be payable in cash, property, labor or services at a just valuation to be fixed by the Board of Directors at a meeting called for that purpose; property, labor or services may be purchased or paid for, with the capital stock, at a just valuation to be fixed by the Board of Directors at a meeting called for that purpose.

ARTICLE IV

The amount of capital with which this corporation shall begin business shall be no less than FIVE HUNDRED (\$500.00) DOLLARS.

ARTICLE V

The principal place of business of said corporation shall be at 1214 N.W. 179th Terrace, Pembroke Pines, Florida 33029 with the privilege of having branch offices within and without the State of Florida.

ARTICLE VI

This corporation shall exist perpetually unless sooner dissolved according to law.

ARTICLE VII

The names and post office addresses of the first Board of Directors of the corporation and the offices they hold in the corporation, who shall hold office for the first year, or until successors are chosen, shall be:

<u>NAME</u>	<u>ADDRESS</u>	<u>TITLE</u>
ROSEMARY A. HODGES	1214 N.W. 179th Terrace Pembroke Pines, FL 33029	President/ Secretary/ Treasurer Director

ARTICLE VIII

The number of directors of this corporation shall be not less than one (1) nor more than nine (9).

ARTICLE IX

The names and post office addresses of each subscriber and the number of shares of stock which each agrees to take are:

<u>NAME</u>	<u>ADDRESS</u>	<u>SHARES</u>
ROSEMARY A. HODGES	1214 N.W. 179th Terrace Pembroke Pines, FL 33029	-100-

IN WITNESS WHEREOF, we have hereunto set our hands and
seals and acknowledged to be filed in the office of the Secretary
of State the foregoing Certificate of Incorporation, this
20th day of April, 19 95.

ROSEMARY A. HODGES (SEAL)

BEFORE ME, the undersigned authority, duly authorized to administer oaths and take acknowledgments, personally appeared ROSEMARY A. HODGES, who is personally known to me or produced * personally known * as identification, and she acknowledged before me that she signed the foregoing Certificate of Incorporation for the purposes therein expressed.

WITNESS my hand and official seal at Coral Gables
said County and State, this 20th day of April,
19 95.

Signature: [Signature]
 Print name: LEONOR M. MARTINEZ
 NOTARY PUBLIC, STATE OF FLORIDA
 Commission No. CC251771

NOTARY PUBLIC
STATE OF FLORIDA

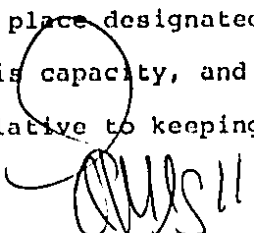
OFFICIAL NOTARY SEAL
LEONOR M MARTINEZ
COMMISSION NUMBER
CG251771
MY COMMISSION EXP.
JAN. 26, 1997

**CERTIFICATE
DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR
THE SERVICE OF PROCESS WITHIN THIS STATE,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVE**

That THE HAINING GROUP, INC.,
desiring to organize under the laws of the State of Florida with
its principal office as indicated in the Articles of Incorporation
at the City of Pembroke Pines, County of Broward, State
of Florida, has named JAMES D. BROWN, JR.
located at 228 Valencia Avenue City of Coral Gables,
County of Dade, State of Florida, as its agent to
accept service of process within this State.

ACKNOWLEDGMENT

Having been named to accept service of process for the
above stated corporation; at place designated in this Certificate,
I hereby accept to act in this capacity, and agree to comply with
the provision of said Act relative to keeping open said office



JAMES D. BROWN, JR.

FILED
95 APR 24 PM 1:27
CLERK OF DISTRICT COURT
JAMES D. BROWN, JR.