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Law Offices Of
Greg Ross & Associates

Greg Ross
Associate, Florida
and New York Bars

Dvora Weinrib
Associate, Florida Bar

June 29, 1995

Of Counsel

Burt E. Eisenberg
Associate, Florida Bar

Marvin Yaker
Associate, Florida
and New York Bars

Bruce I. Schreiber
Associate, Connecticut Bar

Corporate Records Bureau
Division of Corporations
Department of State
405 E. Gaines Street
Tallahassee, FL 32399

CHURCHILL, PINE &
01/11/95 01002-0002
444122.50 444122.50

Re: Incorporation of AIR, Inc.

Dear Sir/Madam:

Enclosed please find the following:

- 1) Original and one (1) copy of Articles of Incorporation of the above captioned Corporation containing the Registered Agent Designation.
- 2) A check in the amount of \$122.50 made payable to your order, representing the following fees:

Filing Fee\$35.00;
Certificate Under Seal\$52.50;
Registered Agent Designation\$35.00.

TOTAL ENCLOSED \$122.50

Please return copies of the Certificate Under Seal and clocked in Articles of Incorporation once registered. A return envelope is enclosed for your convenience.

Thanking you in advance for your immediate attention to this matter, I remain,

Very truly yours,

BY: GR
GREG ROSS

GR/mmk
enclosure

ARTICLES OF INCORPORATION
OF
ARIR, INC.

12/10 PM 1:19

The undersigned incorporators, for the purposes of forming a corporation under the Florida Business Corporations Act, hereby adopt(s) the following Articles of Incorporation:

ARTICLE ONE
NAME AND PRINCIPAL ADDRESS

The name of the corporation shall be ARIR, INC. The Principal address of the Corporation will be 1304 Southwest 160th Avenue, Suite 630, Fort Lauderdale, Florida 33326.

ARTICLE TWO
DURATION

This corporation shall have perpetual existence commencing on the date of the filing of these Articles with the Department of State.

ARTICLE THREE
PURPOSE

The corporation may transact any and all lawful business for which corporations may be incorporated under Florida law.

ARTICLE FOUR
CAPITAL STOCK

The number of shares of stock that this Corporation is authorized to have outstanding at any one time fifteen hundred (1,500) shares at \$1.00 par value.

ARTICLE FIVE
PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of

this corporation shall have the right to purchase his prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE SIX
REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 400 Southeast 3th Street, Fort Lauderdale, Florida 33316 and the name of the initial registered agent at that address is Greg Ross, Esquire.

ARTICLE SEVEN
INCORPORATORS

The name and address of each person signing these Articles is:

<u>NAME</u>	<u>ADDRESS</u>
Vincent Pessolano	7894 Dixie Beach Circle Tamarac, Florida 33321

ARTICLE EIGHT
INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE NINE
AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

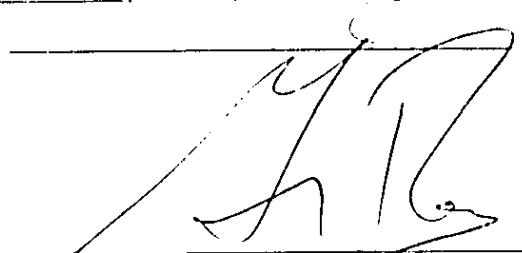
IN WITNESS WHEREOF, the undersigned subscribers have executed

these Articles of Incorporation this 28 day of June, 1995.

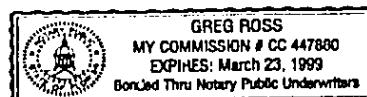

Vincent Pessolano, Subscriber

STATE OF FLORIDA)
) SSI
COUNTY OF BROWARD)

BEFORE ME, the undersigned officer duly authorized to administer oaths, personally appeared Vincent Pessolano known to be and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation and acknowledged before me this 28 day of JUNE, 1995, who is personally known to me (or who has produced _____) as identification.


NOTARY PUBLIC


PRINTED NAME



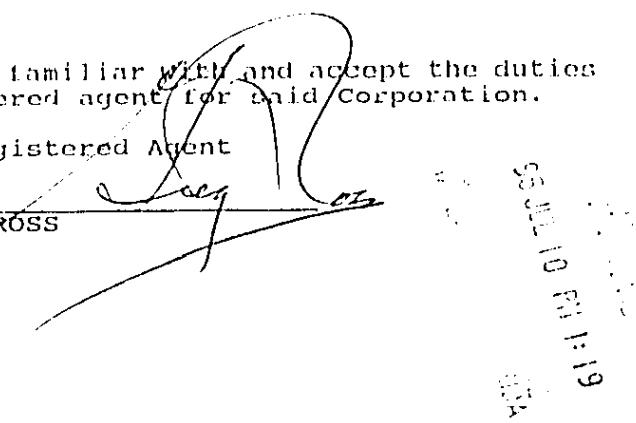
Certificate Designating Place of Business or Domicile for the Service of Process Within This State, Naming Agent Upon Whom Process May be Served

In compliance with Section 48.091, Florida Statutes, the following is submitted:

That ARIR, Inc., desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation at 1304 Southwest 160th Avenue, Suite 630, Ft. Lauderdale, Florida 33326, County of Broward, State of Florida, has named GREG ROSS, ESQUIRE, located at 400 SE 8th Street, Ft. Lauderdale, FL 33316 County of Broward, State of Florida, as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

I hereby certify that I am familiar with and accept the duties and responsibilities as registered agent for said Corporation.

Registered Agent
By 
GREG ROSS