

P95000056509

Charles Haimes
1120 Spyglass
Ft. Lauderdale, Florida 33326

July 17, 1995

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

Or if by Federal Express:
409 East Gaines Street
Tallahassee, Florida 32399
Ph. (904) 487-6056

5000001542405
-07/20/95--01053--014
*****70.00 *****70.00

Re: Articles of Incorporation for The Haimes Group, Inc.

Dear Madam/Sir:

Enclosed are the articles of incorporation and the acceptance of registered agent for The Haimes Group, Inc. (the "Corporation"). Also enclosed are the fees for registration of the Corporation, including:

Articles of Incorporation
Designation and acceptance by
registered agent

\$ 35.00

35.00

Total

\$ 70.00

Please file as appropriate.

Thank you.

Sincerely,


Charles Haimes

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Enclosures

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95 JUL 20 AM 9:29

ARTICLES OF INCORPORATION

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OF

The Haimes Group, Inc. 1200 SPYGLASS FORT LAUDERDALE FLORIDA

The undersigned incorporator, for the purpose of forming a corporation for profit under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation:

ARTICLE I

The name of the corporation is *The Haimes Group, Inc.* (the "Corporation").

ARTICLE II

The Corporation is organized for the purpose of transacting any and all lawful business for which corporations may be formed under the Florida Business Corporation Act, and all amendments and supplements thereto, or any law enacted to take the place thereof (collectively, the "Act").

ARTICLE III

The Corporation is authorized to issue Ten Thousand (10,000) shares of common stock, with a par value of \$1.00 per share.

ARTICLE IV

The address of the principal office of the Corporation, and its mailing address, is 1120 *Spyglass, Fort Lauderdale, Florida 33326*.

ARTICLE V

The street address of the Corporation's initial registered office is 1120 *Spyglass, Fort Lauderdale, Florida 33326* the name of the initial registered agent at such office is the office of *Charles Haimes*.

ARTICLE VI

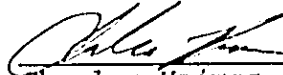
The Corporation shall indemnify, and advance expenses to, to the fullest extent authorized or permitted by the Act, any person made, or threatened to be made, a party to any action, suit or proceeding by reason of the fact that he is or was a director or officer of the Corporation or is or was serving at the request of the Corporation as a director or officer of another corporation. Unless otherwise expressly prohibited by the Act, and except as otherwise provided in the foregoing sentence, the Board of Directors of the Corporation shall have the sole and exclusive discretion, on such terms and conditions as it shall determine, to indemnify, or advance expenses to, any person made, or threatened

to be made, a party to any action, suit, or proceeding by reason of the fact that he is or was an employee or agent of the Corporation, or in or was serving at the request of the Corporation as an employee or agent of another corporation, partnership, joint venture, trust or other enterprise. Except for any person who is or was a director or officer of the Corporation, or any person who is or was serving at the request of the Corporation as a director or officer of another corporation, no employee or agent of the Corporation may apply for indemnification or advancement of expenses to any court of competent jurisdiction.

ARTICLE VII

The name and address of the incorporator of the Corporation is *Charles Haines, 1120 Spyglass, Fort Lauderdale, Florida 33326*.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation as of the 17th day of July, 1995.



Charles Haines
Incorporator

ACCEPTANCE BY REGISTERED AGENT

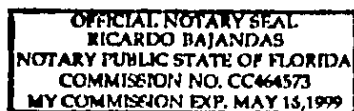
Having been named to accept service of process for *The Haimen Group, Inc.* at the place designated in the change of registered agent form: (i) I agree to act in this capacity; (ii) I agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties; and (iii) I accept the duties and obligations of acting as registered agent pursuant to Section 607.0505 of the Florida Business Corporation Act.

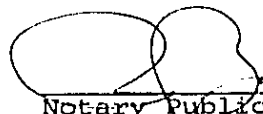
Dated as of the 17th day of July, 1995.



Charles Haimen

The foregoing instrument was acknowledged before me on this 17th day of July, 1995 by Charles Haimen to me personally known and who have taken the oath.





Notary Public, State of Florida
Ricardo Bajandas
(Print Name)
My Commission Expires: 5-16-96

Dated as of the 17th day of July, 1995.

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