

PA DIRECT DIAL (215) 299-2190

[illegible][illegible]

DATE: 11/24/94
TIME: 11:00 AM

[illegible]¹Actual amount to be paid (net of 10% discount)
²Amount to be paid (net of 10% discount)[illegible]

Apr 11 8, 1996

FEDERAL EXPRESS

~~NOT EXPRESS~~
Florida Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32301

Re: Haines Investment Corp.

Dear Sir/Madam:

Enclosed for filing is an original and copy of Articles of Incorporation for the above captioned corporation, along with a check in the amount of \$70.00 to cover the filing fee, as follows:

Filing Fee	\$35.00
Registered Agent Fee	\$35.00

Kindly date-stamp the enclosed copy of the Articles and return them to the undersigned in the envelope provided.

Sincerely,

GINA C. MONACO
Legal Assistant

GCM
Enclosures

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96 APR -9 AM 11:27
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ARTICLES OF INCORPORATION
OF

HAINES INVESTMENT CORP. *FILED*
96 APR -9 10 12 27
TALLAHASSEE, FLORIDA

THE UNDERSIGNED, in order to form a corporation under and pursuant to the provisions of the Florida Business Corporation Act (the "Act"), hereby certifies that:

1. The name of the corporation is Haines Investment Corp.
2. The street address of the initial principal office of the corporation is 1525 S. Andrews Avenue, Suite 216, Fort Lauderdale, Florida, 33316. The corporation's mailing address is 702 Sydney Street, Cambridge, Massachusetts, 02172.
3. The aggregate number of shares which the corporation shall have authority to issue is One Thousand (1,000) shares of Common Stock with a par value of One Dollar (\$1.00) per share.
4. The address of the corporation's initial registered office is 1525 S. Andrews Avenue, Suite 216, Fort Lauderdale, FL 33316 and the name of its initial registered agent at such address is CorpAmerica, Inc.
5. The number of directors constituting the initial Board of Directors is one (1), and the name and address of the initial director is Peter Haines, 202 Sydney Street, Cambridge, Massachusetts, 02172.
6. The name and address of the Incorporator of the corporation is Gina C. Monaco, 2000 Market Street, 10th Floor, Philadelphia, Pennsylvania, 19103.

IN WITNESS WHEREOF, the undersigned Incorporator has signed these Articles of Incorporation this 4th day of April, 1996.

Gina C. Monaco
Gina C. Monaco, Incorporator

The undersigned, on behalf of CorpAmerica, Inc., having been hereinabove designated to act as Registered Agent pursuant to Section 607.0501 of the Act, hereby accepts such appointment and states that he is familiar with and accepts the obligations of such position and agrees to serve in such capacity this day of April, 1996.

CORPAMERICA, INC.

BY: *Jose L. Redman*, Assist. Secretary