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FLORIDA DIVISION OF CORPORATIONS

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NAME: HAIFRA MANAGEMENT CORP.

AUDIT NUMBER.....H98000014518

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

PAGES..... 3

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
HAIFRA MANAGEMENT CORP.

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

ARTICLE ONE:

The name of this corporation is: **HAIFRA MANAGEMENT CORP.**

ARTICLE TWO:

This corporation is organized for the purpose of transacting any and all lawful business for which corporations may be incorporated under the Florida General Corporation Act of the State of Florida.

ARTICLE THREE:

The aggregate number of shares which this corporation shall have authority to issue is **SIX HUNDRED THOUSAND (600,000)** shares of common stock, **ONE (\$1.00) DOLLAR** par value, shall be designated as **"Common Shares"**.

ARTICLE FOUR:

Shareholders of this corporation shall have full preemptive rights to acquire unissued or treasury shares of the corporation.

ARTICLE FIVE:

The street address of the initial principal office of this corporation is:

**600 BRICKELL AVENUE - STE. 301C
MIAMI, FLORIDA 33131**

and the name and address of the Registered Agent of this corporation is:

**OLIVIER P. COURTEAU
600 BRICKELL AVENUE - STE. 301C
MIAMI, FLORIDA 33131**

ARTICLE SIX:

This corporation shall have two (2) directors to constitute its initial Board of Directors. The number of directors of the corporation may subsequently be increased or decreased from time to time according to the By-Laws of the corporation, but shall never be less than one (1). The names and addresses of the initial directors of this corporation are:

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This document prepared by Rita Salcines
2827 SW 18 St., Miami, FL 33145
(305) 443-1872

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OLIVIER P. COURTEAU (President)
600 BRICKELL AVENUE - STE. 301C
MIAMI, FLORIDA 33131

LUDMILLA COURTEAU (Vice President/Secretary/Treasurer)
600 BRICKELL AVENUE - STE. 301C
MIAMI, FLORIDA 33131

ARTICLE SEVEN:

The name and address of the Incorporator of this corporation, who is the person signing these Articles is:

OLIVIER P. COURTEAU (President)
600 BRICKELL AVENUE - STE. 301C
MIAMI, FLORIDA 33131

ARTICLE EIGHT:

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

NOW THEREFORE, the undersigned Incorporator has executed these Articles of Incorporation this 5th day of August, 1998.



Olivier P. Courteau, Incorporator

STATE OF FLORIDA)

SS

COUNTY OF DADE)

BEFORE ME, the undersigned authority, duly authorized to take acknowledgments and administer oaths, personally appeared OLIVIER P. COURTEAU, to me well known to be the person described as the Incorporator in and who, in my presence, executed the foregoing Articles of Incorporation, and who acknowledged before me that he subscribed to those Articles of Incorporation.

WITNESS my hand and official seal in the State and County above this 5th day of August, 1998.



Notary Public - State of Florida

My Commission Expires:



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CERTIFICATE OF DESIGNATION

REGISTERED AGENT/REGISTERED OFFICE

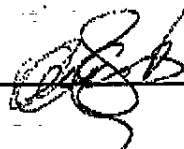
Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent in the State of Florida.

1. The name of the corporation is: **HAIFRA MANAGEMENT CORP.**
2. The name and address of the registered agent and office is:

**OLIVIER P. COURTEAU
600 BRICKELL AVENUE - STE. 301C
MIAMI, FLORIDA 33131**

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THESE ARTICLES, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISION OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

Signature: _____



Date: **August 5, 1998**

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