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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY  
CONTACT: RAY STORMONT  
PHONE: (305)541-3694

ACCT#: 072450003255

FAX #: (305)541-3770

NAME: FAIRNINGTON GROUP INC.

AUDIT NUMBER.....H98000021879

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

CERT. OF STATUS..0

PAGES..... 5

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ARTICLES OF INCORPORATION  
OF  
FAIRNINGTON GROUP INC.

FILED  
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DIVISION OF CORPORATIONS  
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The undersigned, as incorporator to these Articles of Incorporation, being a natural person competent to contract, hereby files these Articles of Incorporation to form a corporation under the laws of the State of Florida.

FIRST: The name of the corporation is:  
FAIRNINGTON GROUP INC.

SECOND: The corporation may engage in any activity or business permitted under the laws of the United States of America and of the State of Florida.

THIRD: The maximum number of shares of stock that this corporation is authorized to have outstanding at any time is 100 Shares of Common Stock, having a par value of \$1.00 per share.

FOURTH: The holders of common shares shall have preemptive rights to purchase any shares of the Corporation hereafter issued on any securities exchangeable for or convertible into such shares or any warrants or other instruments evidencing rights or options to subscribe for, purchase or otherwise acquire such shares.

FIFTH: This corporation is to exist perpetually.

Prepared by:  
Bruce Alexander, Esq.  
FBN: 096042  
9200 South Dadeland Blvd.  
Suite 515  
Miami, FL 33156  
(305) 670-8188

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SIXTH: The street address of the initial registered office of this corporation is 9200 South Dadeland Blvd., Suite 515, Miami, FL 33156, and the name of the initial registered agent of this corporation at that address is BRUCE ALEXANDER.

SEVENTH: This corporation shall have not less than one (1) director(s) initially. The number of directors may be increased or diminished from time to time, by By-Laws adopted by the stockholders.

EIGHTH: The name and address of the initial director(s) of this corporation is: William J. Fairnington, Jr.

NINTH: The name of the incorporator to these Articles of Incorporation is as follows: William J. Fairnington Jr. and incorporator's address is: 9404 South Dixie Hwy., Miami, FL 33156.

TENTH: These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed to them by the stockholders, and approved at a stockholders meeting by at least a majority of the stock entitled to vote thereon, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

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ELEVENTH: No contract between this corporation and another corporation or another individual shall be invalidated by reason of the fact that one or more of the officers or directors of this other corporation may be officers or directors of the said other corporation, or by reason of the fact that one or more of the officers and directors of this corporation may be the other individual or individuals contracting with this corporation.

TWELFTH: The Board of Directors shall determine the title and duties of each officer of this corporation.

THIRTEENTH: The corporations's principal office is at 9404 South Dixie Hwy., Miami, FL 33156.

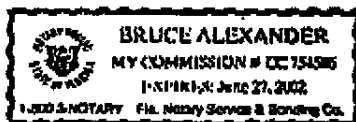
IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 23 day of Nov., 1998.

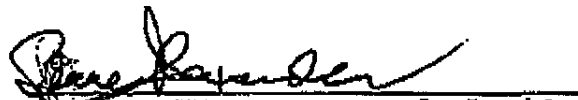
  
WILLIAM J. FAIRNINGTON, JR.

STATE OF FLORIDA

COUNTY OF DADE

The foregoing Articles of Incorporation were acknowledged before me this 23 day of Nov., 1998.



  
NOTARY PUBLIC, State of Florida  
At Large

My commission expires:

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ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the above-stated corporation, at the place designated in these Articles, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all Statutes relative to the proper and complete performance of my duties.

BY: 

Bruce Alexander, Esq.,  
Registered Agent

DATE: 

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