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January 4, 1999

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

Gentlemen:

RE: THE FAIRWAY GROUP, INC.

Enclosed please find the following:

- 1. Original and copy of Articles of Incorporation.
- 2. Certificate designating registered agent.
- 3. Check in the amount of \$78.75 for filing fee.

Very truly yours,

S. GEORGE TRAGER, P.A.

S. GEORGE TRA

bc

Encl.

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CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

First--That THE FAIRWAY GROUP, INC. desiring to organize under the laws of the State of Florida with its principal office, as indicated in the articles of incorporation at City of Miami, County of Dade, State of Florida has named KEVIN DEVITO located at 20815 NE 16 AVE. #B-3, Miami, FL 33179 County of Dade, State of Florida, as its agent to accept service of process within this state.

ACKNOWLEDGMENT: (MUST BE SIGNED BY DESIGNATED AGENT)

Having been named to accept service of process for the above stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

Resident Agent

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ARTICLES OF INCORPORATION

OF

THE FAIRWAY GROUP, INC.

ARTICLE I CORPORATE NAME

The name of the Corporation shall be THE FAIRWAY GROUP, INC., located at 20815 NE 16 Ave. #B3, Miami, FL 33179.

ARTICLE II NATURE OF CORPORATE BUSINESS

The Corporation may engage in any activity or business permitted under the laws of the United States and under the laws of the State of Florida.

ARTICLE III CAPITAL STOCK

This corporation is authorized to issue a maximum of 500 shares of stock. The shares of stock authorized shall be common stock having a par value of \$1.00 per share. The consideration to be paid for each share of stock shall be fixed by the Board of Directors.

ARTICLE IV INITIAL REGISTERED AGENT AND INITIAL REGISTERED OFFICE

The Corporation's initial Registered Agent and Registered Office in the State of Florida shall be:

KEVIN DEVITO

20815 NE 16 Ave. #B-3, Miami, FL 33179.

ARTICLE V INITIAL DIRECTORS

The name and post office address of each member of the first Board of Directors

is:

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ERIC LYNN

NAME ADDRESS

KEVIN DEVITO 20815 NE 16 Ave. #B-3, Miami, FL 33179

ERIC LYNN 20815 NE 16 Ave. #B-3, Miami, FL 33179

The members of the first Board of Directors may be altered from time to time by By-laws adopted by the Stockholders. However, the Corporation shall have no less than one (1) nor more than three (3) Directors at any time.

ARTICLE VI INCORPORATORS

The name and post office address of each Incorporator executing these Articles of Incorporation is as follows:

INCORPORATOR	ADDICESS	-
KEVIN DEVITO	20815 NE 16 Ave. #B-3, Miami, FL 33179	

ADDDEGG

_ 20815 NE 16 Ave. #B-3, Miami, FL 33179

ARTICLE VII COMMENCEMENT DATE

Corporate existence will commence immediately.

THE UNDERSIGNED Incorporators, for the purpose of forming a Corporation to do business within the State of Florida, do make and file these Articles of Incorporation, hereby declaring and acknowledging that the facts herein stated are true.

KEVIN DEVITO

ERIC LYNN

STATE OF FLORIDA COUNTY OF DADE

BE IT REMEMBERED that on this day before me, a Notary Public duly authorized in the State and County named above to take acknowledgements, personally appeared KEVIN DEVITO AND ERIC LYNN, personally known or __who produced

as identification, described as Incorporator in the foregoing Articles of Incorporation, and they acknowledged before me that they executed said Articles of Incorporation.

WITNESS my hand and official seal at Miami Beach, said County and State this day of January, 1999.

Notary Public

BEVERLY ANN WILLIAMS COMMISSION NUMBER COSTST MY COMMISSION EXPIRES AUGUST 22, 2000

NOTARY PUPLIC, STATE OF PLORIDA