



THE UNITED STATES
CORPORATION
COMPANY

P9900004/940

FILED

99 MAY -7 AM 8:40

ACCOUNT NO. : 072100000032

REFERENCE : 232514 8742A

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AUTHORIZATION :

Patricia Pigut

COST LIMIT : \$ 70.00

ORDER DATE : May 7, 1999

ORDER TIME : 3:05 PM

ORDER NO. : 232514-005

CUSTOMER NO: 8742A

CUSTOMER: Michael Lechtman, Esq
MICHAEL LECHTMAN, ESQ
MICHAEL LECHTMAN, ESQ

200002868672--1

17001 Ne Sixth Avenue
North Miami Bea, FL 33162

DOMESTIC FILING

NAME: JOY HAINES MANAGEMENT, INC.

EFFECTIVE DATE: .

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Tamara Odom

EXAMINER'S INITIALS:

PH 5/10/99 ✓

**ARTICLES OF INCORPORATION
OF
JOY HAINES MANAGEMENT, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The name of this corporation is: **JOY HAINES MANAGEMENT, INC.**, Florida corporation. The corporate address is: 407 Lincoln Road, Suite 8G, Miami Beach, Florida 33139.

ARTICLE II - DURATION

The duration of this corporation shall be perpetual.

ARTICLE III - PURPOSE

The corporation is organized for the purpose of transacting any and all lawful business for which corporation may be incorporated under Chapter 607, of the Florida Statutes.

ARTICLE IV - CAPITAL STOCK

The aggregate number of shares which the corporation shall have authority to issue is FIVE HUNDRED (500) shares at ONE DOLLAR (\$1.00) par value, all of which are the same class, and are to be common shares.

ARTICLE V - PREEMPTIVE RIGHTS

Every shareholder shall have the right to purchase his prorata share of any new stock of this corporation at the price at which it is offered to others.

ARTICLE VI - INITIAL REGISTERED OFFICER AND AGENT

The street address of the initial registered agent of this corporation is: 17001 N. E. 6th Avenue, North Miami Beach, Florida 33162; and the name of the initial Registered Agent is, at that address is: MICHAEL LECHTMAN, ESQUIRE.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

The corporation shall have two (2) directors initially. The number of directors may be increased from time to time by the By-Laws, but shall never be less than one.

NAME

JOY HAINES
(President/Director/Secretary)

ADDRESS

407 Lincoln Road, Suite 8G
Miami Beach, Florida 33139

JOSEPH DUER
(Vice-President/Director)

407 Lincoln Road, Suite 8G
Miami Beach, Florida 33139

The name and address and principal place of business of the person that is signing these Articles of Incorporation is:

NAME

ADDRESS

JOY HAINES
(President/Director/Secretary)

407 Lincoln Road, Suite 8G
Miami Beach, Florida 33139

ARTICLE IX - BY-LAWS

By-Laws may be repealed or amended, and new By-Laws may be adopted by either the Board of Directors, or the shareholders, but the Board of Directors may not amend or repeal any By-Laws adopted by the shareholders, if the shareholders specifically provide such By-Laws not subject to amendment or repeal by the Directors.

ARTICLE X - APPROVAL OF SHAREHOLDERS REQUIRED FOR MERGER

The approval of the shareholders of this corporation to any plan or merger shall be required in every case, whether or not approval is required by law.

ARTICLE XI - MANAGEMENT OF CORPORATION

All corporate powers shall be exercised by or under the authority of, and the business and affairs of this corporation shall be managed under the direction of the shareholders of this corporation.

ARTICLE XII - INDEMNIFICATION

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

ARTICLE XIII - AMENDMENT

The corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

ARTICLE XIV - DIRECTOR'S COMPENSATION

The shareholders of this corporation shall have the exclusive authority to fix the

compensation of the directors of this corporation.

ARTICLE XV - ASSETS

The corporation shall have all of the corporate powers enumerated in Florida General Corporation Act, except that this corporation shall not have the power to sell, mortgage or pledge all or substantially all of its property and assets without prior shareholder's approval.

ARTICLE XVI - PREFERENCE, LIMITATIONS, AND RELATIVE RIGHTS OF SHARES OF CAPITAL STOCK

Section 1. DIVIDENDS

The holders of record of the common shares of this corporation shall be entitled to dividends at such times as the corporation is authorized to pay dividends.

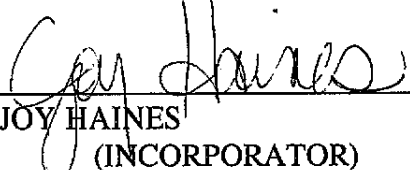
Section 2. RIGHTS UPON LIQUIDATION OR DISSOLUTION

In the event of any voluntary or involuntary liquidation, dissolution or winding up of this corporation, the holders of record of the outstanding common shares shall be paid from the remaining assets of the corporation ratably.

Section 3. VOTING RIGHTS

Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding common shares.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation, this 5th day of May, 1999.

 (SEAL)
JOY HAINES
(INCORPORATOR)

STATE OF FLORIDA)
) ss.
COUNTY OF DADE)

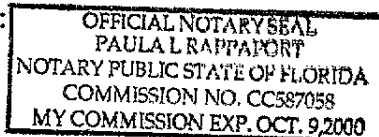
BEFORE ME, a Notary Public, authorized to take acknowledgments, personally appeared JOY HAINES, is personally known to me or who has produced Drivers

license as identification and who did (did not) take an oath, and who executed the foregoing Articles of Incorporation and who acknowledged before me that he executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the County and State aforesaid this 5th day of May, 1999.

Paula L. Rappaport
NOTARY PUBLIC, State of Florida at Large

My Commission Expires:



ACCEPTANCE OF REGISTERED AGENT

Having been named in these Articles of Incorporation to accept service of process for the within stated corporation, at the place designated therein, 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.

DATED this 5th day of May, 1999.

Michael Lechtman (SEAL)
MICHAEL LECHTMAN, ESQUIRE
(REGISTERED AGENT)

FILED
99 MAY -7 AM 8:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA