

TRANSMITTAL LETTER

P01000022940

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

FILED
01 MAR -1 AM 7:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SUBJECT: F.A. Inc.
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

\$70.00 Filing Fee
 \$78.75 Filing Fee & Certificate of Status

\$78.75 Filing Fee & Certified Copy
 \$87.50 Filing Fee, Certified Copy & Certificate of Status
ADDITIONAL COPY REQUIRED

FROM: Richard L. Richards
Name (Printed or typed)

P.O. Box 523726 100003791411--5
Address -03/01/01--01077--007
*****87.50 *****87.50

Miami, FL 33152
City, State & Zip

(305) 871-6606
Daytime Telephone number

NOTE: Please provide the original and one copy of the articles.

F. CHESNEY MAR 5 2000 ✓

**ARTICLES OF INCORPORATION
OF
F.A., Inc.**

ARTICLE I

The name of the corporation is F.A., Inc.

ARTICLE II

The address of the principal office and the mailing address of the Corporation is:

2261 N.W. 67th Avenue
Building 700
Miami, Florida 33122

Mailing Address:
P.O. Box 523726
Miami, Florida 33152

ARTICLE III

The capital stock authorized, the par value thereof, and the characteristics of such stock shall be as follows:

| <u>Number of Shares</u> <u>Authorized</u> | <u>Par Value</u> <u>Per Share</u> | <u>Class of</u> <u>Stock</u> |
|--|--------------------------------------|---------------------------------|
| 1,000 | \$0.01 | Common |

ARTICLE IV

The Corporation shall hold a special meeting of shareholders only:

- (1) On call of the Board of Directors or persons authorized to do so by the Corporation's By-laws; or
- (2) If the holders of not less than 50 percent of the persons entitled to vote on any issue proposed to be considered at the proposed special meeting sign, date, and deliver to the Corporation's secretary one or more written demands for the meeting describing the purpose or purposes for which it is to be held.

ARTICLE V

The street address of the Corporation's initial registered office is 2261 N.W. 67th Avenue, Bldg. 700, Suite 214, City of Miami, County of Dade, State of Florida 33122, and the name of its initial registered agent at such office is Richard L. Richards.

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ARTICLE VI

The Board of Directors of the Corporation shall consist of at least one director, with the exact number to be fixed from time to time in the manner provided in the Corporation's Bylaws. The number of directors constituting the initial Board of Directors is one, and the name and address of the member of the initial Board of Directors, who will serve as the Corporation's director until successors are duly elected and qualified is:

Barry H. Fine
2261 N.W. 67th Avenue
Miami, Florida 33122

ARTICLE VII

The name and address of the Incorporator is Richard L. Richards at P.O. Box 52372
Miami, Florida 33152.

ARTICLE VIII

This Corporation shall indemnify and shall advance expenses on behalf of its officers and directors to the fullest extent not prohibited by law in existence either now or hereafter.


IN WITNESS WHEREOF, the undersigned, being the Incorporator named above, for the purpose of forming a corporation pursuant to the Florida Business Corporation Act of the State of Florida has signed these Articles of Incorporation this 25th day of August 2000.



Incorporator

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

The undersigned, having been named Registered Agent of F.A., Inc. accepts such designation and is familiar with and accepts the obligations of such position, as provided in Florida Statutes §607.0505.



Richard L. Richards, Registered Agent
Dated: February 23, 2001

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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