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6-16 95 Mailing

Recipient's Name: Julio Casco
Address: 1996 SW 1 Street
City: Miami, FL 33135
State: ZIP: 643-5790 Phone:

VALIDATION ONLY

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****123.50 ****123.50

CORPORATION(S) NAME

F 1 Holding, Corp.



Empire Toll Free: 1-800-432-3028

- Profit
- NonProfit
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795 A 29754

JULIO E. CASO, ESQ., P.A.

Attorney at Law

1996 N.W. FIRST STREET
MIAMI, FLORIDA 33135-1687
TELEPHONE (305) 645-5790
FAX (305) 641-1499

June 15, 1995

Secretary of State
Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32301

Re: F1 HOLDING, CORP.

Gentlemen:

Attached hereto please find enclosed the following described items:

1. Original and copy of Articles of Incorporation
2. The Resident Agent Form; and
3. My check for \$123.50.

Very truly yours,


JULIO E. CASO, ESQ.

JEC/na
Encl.

ARTICLES OF INCORPORATION

OF

F1 HOLDING, CORP.

The undersigned subscribers to these Articles of Incorporation, each a natural person, domestic or foreign corporation, partnership, limited partnership or association, competent to contract, hereby associate themselves together to form a corporation under the Laws of the State of Florida.

ARTICLE I.-NAME

The name under which this corporation will conduct its business and be known and recognized is:

F1 HOLDING, CORP.

ARTICLE II. - NATURE OF BUSINESS

The general nature of the business to be transacted by this corporation shall be:

REAL ESTATE HOLDINGS

Any and all activities permitted under the Laws of the State of Florida and the United States of America.

ARTICLE III. - CAPITAL STOCK

The maximum number and class of shares of stock that this corporation is authorized to have outstanding at any one time are: 100 shares no par value.

Stock (including treasury shares) may be paid for by cash or other property, tangible or intangible, or by labor or services actually performed for the corporation. Neither promissory notes nor future services shall constitute payment or part payment for the issuance of shares.

All the aforementioned stock is to be issued as fully paid for and exempt from assessment. Each share representing one vote. There will be no pre-emptive rights on the part of the shareholders to acquire unissued or treasury shares or convertible securities.

ARTICLE IV. - TERM OF EXISTENCE

This corporation is to exist perpetually unless a voluntary dissolution by the written consent of all its shareholders or an act of the corporation to that effect takes place.

ARTICLE V.- ADDRESS

The initial place of business address of this corporation in the State of Florida is: 7314 S.W. 48th Street
Miami, Florida 33155

The registered office address for this corporation in the State of Florida will be: 7314 S.W. 48th Street
Miami, Florida 33155

Its registered agent: OLAF HARTWIG

The Board of Directors may from time to time move the principal office to any other address in Florida.

ARTICLE VI. - SHAREHOLDERS

Shareholders meetings will take place once a year within or without the geographical boundaries of the State of Florida.

A majority of the shares entitled to vote, represented in person or proxy, shall constitute a Quorum, but in no event shall a quorum consist of less than one third of the shares entitled to vote at the meeting.

Shareholders will have the power to adopt, alter, amend or repeal corporate by-laws or they may vest such responsibilities on the Board of Directors.

ARTICLE VII. - DIRECTORS

This corporation shall have One Directors initially.
The number of directors may be increased or decreased from time

to time in such manner as may be prescribed by the By-Laws, but shall never be less than one (1).

The corporation shall indemnify and hold harmless each person who shall serve at any time hereafter as a director or officer of the corporation, and any person who serves at the request of this corporation, as a director or officer of any other corporation, from and against any and all claims and liabilities to which such person shall become subject by reason of his having heretofore or hereafter been a director or officer of the corporation, or by reason of any action alleged to have been heretofore or hereafter taken or omitted by him as such director or officer, and shall reimburse each such person for all legal and other expenses reasonably incurred by him in connection with any claim or liability provided that no person shall be indemnified against, or be reimbursed for, any expenses incurred in connection with any claim or liability as to which it shall be adjudged that such officer or director is liable for negligence or will full misconduct in the performance of his duties.

The rights accruing to any person under the foregoing provisions shall not exclude any other right to which he may be lawfully entitled nor shall anything herein contained restrict the right of the corporation to indemnify reimburse such person in any proper case even though not specifically herein provided for.

No contract or other transaction between this corporation and any other corporation, and no act of this corporation shall in any way be effected or invalidated by the fact that any of the directors of the corporation are pecuniarily or otherwise interest in, or are directors or officers of, such other corporation; any director individually, or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of the corporation, provided that the fact that he or such firm so interested shall be disclosed or shall have been known to the Board of Directors or such members thereof as shall be present at any meeting of the Board at which action upon any such contract or transaction shall be taken; and any director of the corporation who is also a director or officer of such other corporation or is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of the corporation which shall authorize any such contract or transaction, and may vote thereat to authorize any such contract or transaction, with the like force and effect as if he were not such director or officer of such other corporation or not so interested.

ARTICLES VIII. - INITIAL DIRECTORS

The names and post office addresses of the members of the first Board of Directors are:

<u>Name</u>	<u>Address</u>
OLAF HARTWIG	7314 S.W. 48th Street Miami, Florida 33155

ARTICLE IX. - SUBSCRIBERS

The name and post office address of each subscriber of these Articles of Incorporation is:

<u>Name</u>	<u>Address</u>
OLAF HARTWIG	7314 S.W. 48th Street Miami, Florida 33155

ARTICLE X. - AMENDMENT

These Articles of Incorporation may be amended in any or as many respects as may be desired, provided that the amended articles contain only such provisions as might be lawfully contained in the original articles at the time of the amendment.

A charter amendment requires the affirmative vote of the holders of a majority of the shares entitled to vote thereon.

Restated articles of incorporation may be adopted.

IN WITNESS WHEREOF, the parties to these Articles of Incorporation have hereunto set their hands and seals this 26th day of April, 1995.

Olaf (SEAL)
OLAF HARTWIG (SEAL)
____ (SEAL)

STATE OF FLORIDA)
 : ss
COUNTY OF DADE)

I HEREBY CERTIFY that on this day before me, a Notary Public duly authorized in the State and County named above, to take acknowledgements, personally appeared

OLAF HARTWIG

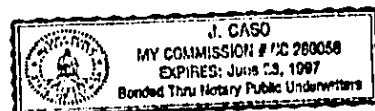
to me known to be the persons described as subscribers in and who executed the foregoing Articles of Incorporation, and acknowledged before me that they subscribed to these Articles of Incorporation.

IN WITNESS THEREOF, I set my hand and official seal in the County and State named above this 26th day of April 1995.



NOTARY PUBLIC

My Commission Expires:



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:

That F1 HOLDING, CORP.
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 OLAF HARTWIG located at 7314 S.W. 48th Street, Miami, Fl 33155 City of Miami, Dade County of Dade, State of Florida, as its agent to accept services of process within this State.

ACKNOWLEDGEMENT:

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.

By 
Resident Agent
OLAF HARTWIG

LACAPUS 1201440 APPROVED P. 01
PLEASE READ ALL INSTRUCTIONS BEFORE COMPLETING THIS FORM.

APPLICATION FOR REINSTATEMENT



FLORIDA DEPARTMENT OF STATE
 Sandra B. Morham
 Secretary of State
 DIVISION OF CORPORATIONS

96 NOV 26 PM 2:15

SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

DOCUMENT # P95000047127

1 Corporation Name

F-1 Holding Corp.

Principal Place of Business Mailing Address

11900 Biscayne Blvd.
 Suite 104
 North Miami, FL 33181

If above addresses are incorrect in any way, line through incorrect information and enter correction below

DO NOT WRITE IN THIS SPACE

2 New Principal Office Address, if Applicable		3 New Mailing Address, if Applicable		4 Date Incorporated or Qualified To Do Business in Florida	
Suite, Apt #, etc.		Suite Apt #, etc.		6/16/95	
City & State		City & State		5 FEI Number <input checked="" type="checkbox"/> Applicable <input type="checkbox"/> Not Applicable	
Zip Country		Zip Country		5. CERTIFICATE OF STATUS DES-RED <input checked="" type="checkbox"/> <small>SR 75 Additional Fee payable by applicant at time of filing</small>	

7 Name and Street Addresses of Each Officer and/or Director (Florida nonprofit corporations must list at least 3 directors)

1 Title	2 Name of Officers and/or Directors	3 Street Address of Each Officer and/or Director (Do NOT Use Post Office Box Numbers)	4 City, State, Zip
D	Olaf Hartwig	7314 S.W. 48th Street	Miami, FL 33155
			400002017024--3 -12/02/96--01028-107 ****383.75 ****383.75
			REINSTATEMENT 1996 G. Allen 11-20-96

8 Name and Address of Current Registered Agent

Olaf Hartwig
 7314 S.W. 48th Street
 Miami, FL 33155

9. Name and Address of New Registered Agent

Name **Susan Fredel**
 Street Address (P.O. Box Number is Not Acceptable)
11900 Biscayne Blvd.
 Suite, Apt. #, Etc. **104**
 City **North Miami** State **FL** Zip Code **33181**

10 I am hereby appointed the registered agent of the above named corporation, am familiar with and accept the obligations of Section 607.0305, F.S.

Signature of Registered Agent

[Signature]
 REGISTERED AGENT MUST SIGN

Date 11/22/96

11. Does this corporation pay any intangible tax to the Dept. of Revenue under S. 199.032, Florida Statutes. Yes No

(See other side for information on intangible tax.)

12 I do hereby certify that the information supplied with this filing is voluntarily furnished and does not qualify for the exemption stated in Section 119.07(3)(f), Florida Statutes. I release the Division of Corporations from any liability of non-compliance with Section 119.07(3)(k) in the event that the information supplied is deemed exempt from public access. I further certify that when this reinstatement application the reason for dissolution has been eliminated, the corporate name satisfies the requirements of section 607.0401 or 617.0401, F.S. and that all fees owed by the corporation have been paid. The information indicated on this application is true and accurate, and my signature shall have the same legal effect as if made under oath.

SIGNATURE *[Signature]* 11/22/96