

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 100 Tallahassee, Florida 32301
(904) 227-8870 Fax (904) 227-4127

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-05/16/97--01002--011
*****70.00 *****70.00

Family Features Inc.

- Art of Inc. File _____
- _____ LTD Partnership File _____
- _____ Foreign Corp. File _____
- _____ L.C. File _____
- _____ Fictitious Name File _____
- _____ Name Reservation _____
- _____ Merger File _____
- _____ Art. of Amend. File _____
- _____ RA Resignation _____
- _____ Dissolution / Withdrawal _____
- _____ Annual Report / Reinstatement _____
- _____ Cert. Copy _____
- Photo Copy _____
- _____ Certificate of Good Standing _____
- _____ Certificate of Status _____
- _____ Certificate of Fictitious Name _____
- _____ Corp Record Search _____
- _____ Officer Search _____
- _____ Fictitious Search _____
- _____ Fictitious Owner Search _____
- _____ Vehicle Search _____
- _____ Driving Record _____
- _____ UCC 1 or 3 File _____
- _____ UCC 11 Search _____
- _____ UCC 11 Retrieval _____
- _____ Courier _____

97 MAY 16 AM 11:19
97 MAY 16 AM 8:36
DEPARTMENT OF CORPORATION

[Handwritten Signature]

Signature

Requested by: _____
[Signature] *5.16.97* *830*
 Name Date Time

Walk-In _____ Will Pick Up _____

**ARTICLES OF INCORPORATION
OF
FAMILY FUTURES INC.**

97 MAY 16 AM 11:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
FILED

The undersigned, acknowledges and files in the Office of the Secretary of the State of Florida, for the purpose of forming a corporation for-profit, in accordance with the laws of the State of Florida, these Articles of Incorporation, as by law provided.

Article I

Name

The name of the Corporation shall be:

Family Futures Inc.

Article II

Principal place of business and mailing address

The principal place of business and the mailing address of this Corporation shall be:

1915 Shoreline Drive
Missouri City, Texas 77459

Article III

Purpose

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

To transact any and all lawful business for which corporations may be incorporated under the laws of the State of Florida.

Without limiting any of the objects and powers of the Corporation, it is expressly declared and provided that the Corporation, to carry on its business, or for the purpose of accomplishing any of the objects hereinabove mentioned, shall have the power to make and perform contracts of any kind and description, to do any and all other acts and things and to exercise any and all other powers, either as principal, agent or broker, conferred by the laws of Florida upon corporations formed under the laws of the State, and which now or hereafter may be authorized by law.

ARTICLE IV

Shares

The authorized capital stock of this Corporation shall consist of one thousand (1,000) shares of common stock, One (\$1.00) Dollar par value. The consideration to be paid for each share shall be fixed by the Board of Directors.

Article V

Manner of election of Directors

The number 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) Director at any time.

ARTICLE VI

First Board of Directors

The number of directors consisting of the first Board of Directors of the corporation is One (1):

<u>NAME</u>	<u>ADDRESS</u>
Elvis Torres	1915 Shoreline Drive Missouri City, Texas 77459

ARTICLE VII

Initial registered agent and street address

The name and street address of the initial registered agent is:

Richard G. Toledo, Esq.
100 N. Biscayne Boulevard
Suite 2600
Miami, Florida 33132

Article VIII

Incorporator

The name and the street address of the incorporator of the

Corporation is:

Richard G. Toledo, Esq.
100 N. Biscayne Boulevard
Suite 2600
Miami, Florida 33132

ARTICLE IX

Existence:

The Corporation shall have perpetual existence.

ARTICLE X

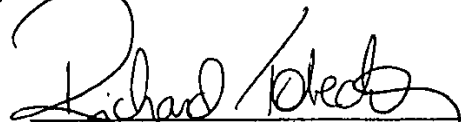
General Provisions:

(a) The private property of the shareholders shall not be subject to the payments of any corporate debts to any extent whatsoever.

(b) A director of the Corporation may transact business, borrow, lend, or otherwise deal or contract with the Corporation to the full extent and subject only to the limitations and provisions of the laws of the State of Florida and the laws of the United States.

(c) The Corporation shall indemnify each director and officer of the Corporation against all or any portion of any expenses reasonably incurred by him in connection with or arising out of any action, suit or proceeding in which he may be involved, by reason of his being or having been an officer or director of the Corporation (whether or not he continues to be an officer or director at the time of incurring such expenses), to the full extent permitted by and subject only to the limitations and provisions of the laws of the State of Florida and laws of the United States. This provision shall be in addition to any other rights to which those indemnified may be entitled under any By-Laws, agreements, vote of shareholders or disinterested directors or otherwise, both as to action in his official capacity and is to continue as to any person who has ceased to be a director or officer, and shall inure to the benefit of the heirs, executors and administrators of such a person.

The undersigned incorporator has executed these Articles of Incorporation this 9th day of May, 1997.


Richard G. Toledo

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

Pursuant to the provisions of section 607.0501 or 617.0505, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the Corporation is: Family Futures Inc.
2. The name and address of the registered agent and office is:

Richard G. Toledo, Esq.
100 N. Biscayne Blvd.
Suite 2600
Miami, Florida 33132

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in such capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


Richard G. Toledo

Dated: May 9, 1997

FILED
97 MAY 16 AM 11:19
STATE
TALLAHASSEE