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WEINTRAUB & ROSEN
SUIE 601

3225 AVIATION AVENUE
MIAMI, FLORIDA 33133

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA
TELEPHONE (305) 854-0400
TELEFAX (305) 285-1632

LEE I. WEINTRAUB

January 7, 1998

EFFECTIVE DATE

1-7-98

Secretary of State
State of Florida
P. O. Box 6327
Tallahassee, FL 32314

Attn: Division of Corporations

Re: Falco Sales, Inc.

Dear Sir:

Enclosed are:

1. An original and one copy of the Articles of Incorporation of Falco Sales, Inc.
2. A check in the amount of \$122.50 as payment for the filing fees, charter tax, certified copy of the Articles of Incorporation and designation of registered agent.

Please record and file the original Articles of Incorporation and the designation of registered agent. Certify the copy of the Articles and return it to me. I will appreciate your cooperation in this matter.

Sincerely yours,

Lee I. Weintraub
Lee I. Weintraub

LIW:ng

Enclosures

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P. Hall

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ARTICLES OF INCORPORATION
OF

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FALCO SALES, INC.

EFFECTIVE DATE

1-7-98

The undersigned subscriber of these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation for profit under the laws of the State of Florida.

ARTICLE I: NAME AND MAILING ADDRESS

The name of the corporation is FALCO SALES, INC., and the corporation's initial mailing address is Suite #105, 4970 S.W. 72nd Avenue, Miami, Florida 33155.

ARTICLE II. DURATION

This corporation shall have perpetual existence, commencing on the date of execution of these Articles.

ARTICLE III. PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE IV. CAPITAL STOCK

This corporation is authorized to issue 7,500 shares of common stock, each share having a par value of One Dollar (\$1.00).

ARTICLE V. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is Suite #105, 4970 S.W. 72nd Avenue, Miami, Florida 33155, and the name of the initial registered agent of this corporation at that address is ANDREA BONAITA.

ARTICLE VI. INITIAL BOARD OF DIRECTORS

This corporation shall have three (3) directors initially. The number of directors may be either increased or diminished from time to time as provided in the bylaws, but shall never be less than one (1). The names and addresses of the initial directors of this corporation are: ANDREA BONAITA, DAVID L. GIBELLINI and ELIZABETH E. ANCONA.

ARTICLE VII. SUBSCRIBER

The name and address of the subscriber of these Articles of Incorporation is: ANDREA BONAITA, Suite #105, 4970 S.W. 72nd Avenue, Miami, Florida 33155.

ARTICLE VIII. AMENDMENTS

These Articles of Incorporation may be amended in the manner provided by law. In order to be effective, every amendment must be approved by the holders of a majority of the stock entitled to vote thereon at a meeting of stockholders called for such purpose, unless all the stockholders entitled to

vote sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, the undersigned executed these Articles of Incorporation this 7th day of January, 1998.

Andrea Bonaitta

ANDREA BONAITA

STATE OF FLORIDA)
 : SS.
COUNTY OF DADE)

The foregoing instrument was acknowledged before me on January 7, 1998, by ANDREA BONAITA, who is personally known to me or who has produced Florida Driver's No. B-530-000-72-055-0 (type of identification) as identification and who did not take an oath.

Nancy Ginart

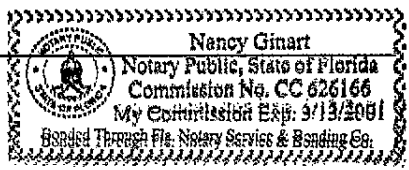
Signature of person taking acknowledgment

Nancy Ginart

Name of acknowledger typed, printed or stamped

Notary Public

Title or rank



HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR FALCO SALES, INC., AT THE PLACE DESIGNATED, 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.

SIGNATURE 

DATE January 7, 1998

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