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OFFICE USE ONLY

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. F&E ASSOCIATES INC.
 (Corporation Name) (Document #)
2. C.F.
 (Corporation Name) (Document #)
3. _____
 (Corporation Name) (Document #)
4. _____
 (Corporation Name) (Document #)

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 04/01/98 01047-008
 ***122.50 ***122.50

- Walk in Pick up time 2:00 Certified Copy
- Mail out Will wait Photocopy Certificate of Status

98 APR -2 PM 3:26
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

FILED

NEW FILINGS	
<input checked="" type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

[Handwritten signature]
 4/2/98

DIVISION OF CORPORATION

98 APR -1 AM 11:04

RECEIVED

Examiner's Initials



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

April 1, 1998

LAZARUS

MIAMI, FL

SUBJECT: F & E ASSOCIATES INC.
Ref. Number: W98000007258

We have received your document for F & E ASSOCIATES INC.. However, the document has not been filed and is being returned for the following:

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6934.

Loria Poole
Corporate Specialist

Letter Number: 998A00017439

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98 APR -2 PM 2:45

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98 APR -2 PM 3:26

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

E & E ASSOCIATES INC.

I, the undersigned, being desirous of forming a corporation under the Laws of the State of Florida, declare:

ARTICLE I

NAME

The name of this Corporation shall be:

E & E ASSOCIATES INC.

ARTICLE II

AUTHORIZED SHARES

The maximum number of shares which the corporation is authorized to issue and have outstanding at any time is 1000 shares of common stock, and which common stock shall have a par of \$1.00 (one dollar) per share. All stock is to be issued fully paid and exempt from assessment.

ARTICLE III

TERM OF CORPORATE EXISTENCE

The date when corporate existence shall commence shall be upon the filing of these Articles with the Department of State. The corporation shall have perpetual existence unless dissolved according to law.

ARTICLE IV

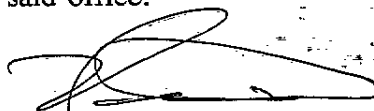
REGISTERED OFFICE AND AGENT

In pursuance of Chapter 607.34 Florida Statutes, the following is submitted, in compliance with said Act:

First-That E & F ASSOCIATES INC. desiring to organize under the laws of the State Florida with its principal office as indicated in the articles of incorporation at City of Miami, County of Dade, State of Florida had name HERIBERTO GISPERT at 1926 SW 67TH TERRACE, POMPANO BEACH, FL 33068 as its agent to accept service of process within this state.

Having been named to accept service of process for the above state 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: _____



HERIBERTO GISPERT
Registered Agent

ARTICLE V

PRINCIPAL PLACE OF BUSINESS

The principal place of business and address is the following:

1926 SW 67TH TERRACE
POMPANO BEACH, FL 33068

ARTICLES VI

DIRECTORS

The business of the corporation shall be managed by a Board of Directors. The number of directors of the corporation shall be no less than (1) nor more than seven (7), the exact number to be determined from time to time in accordance with the By-Laws and any Shareholders Agreement effect.

This corporation shall have one (2) Director(s) initially.

The name and address of the initial Directors of this Corporation are:

<u>NAME</u>		<u>ADDRESS</u>
HERIBERTO GISPERT	PRESIDENT	1926 SW 67 TERRACE POMPANO BEACH, FL 33068
FRANCO HIDALGO	VICE-PRES	1926 SW 67 TERRACE POMPANO BEACH, FL 33068

ARTICLES VII
INCORPORATORS

The name and address of the incorporators and subscribers hereto is as follows:

<u>NAME</u>		<u>ADDRESS</u>
HERIBERTO GISPERT	50% SHARES	1926 SW 67 TERRACE POMPANO BEACH, FL 33068
FRANCO HIDALGO	50% SHARES	1926 SW 67 TERRACE POMPANO BEACH, FL 33068

ARTICLES VIII
INDEMNIFICATION

Every incorporator, director and every officer of the corporation shall be indemnified by the corporation against all expenses and liabilities, including counsel fee reasonably incurred by or imposed upon him in connection with any proceeding to which he may be a party, or in which he may become involved, by reason of his being of having been a director or officer of the corporation, or any settlement thereof, whether or not he is a director or officer at the time such expenses are incurred, except in such cases wherein the director or officer is adjudged guilty of willful misfeasance in the performance of his duties; provided that in the event of settlement the indemnification herein shall apply only when the Board of Directors approves, by a two-thirds vote, such settlement and reimbursement as being for the best interests of the corporation. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such director or officer may be entitled.

ARTICLE IX

BYLAWS

Where not inconsistent with law, or these Articles, the Bylaws of the corporation may contain any provision for the regulation and management of the affairs of the corporation, including but not limited to restrictions on the transfer or issuance of shares and voting and/or quorum requirements at shareholders and/or director meetings.



HERIBERTO GISPERT
PRESIDENT



FRANCO HIDALGO
VICE-PRES

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TALLAHASSEE, FLORIDA