

LAW OFFICES  
RONALD L. GIROUX  
3445 NORTHWEST SEVENTH STREET  
POST OFFICE BOX 370806  
MIAMI, FLORIDA 33137  
TELEPHONE (305) 541-5500

P 0000004583  
January 4, 2000

Division of Corporations  
Secretary of State  
The Capitol  
Tallahassee, Florida 32304

EFFECTIVE DATE  
1-4-00

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-01/10/00--01088--001  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

Re: **FALCON INDUSTRIES, INC.**

Gentlemen:

Enclosed is the signed original and one copy of the Articles of Incorporation of the above corporation. We have also enclosed a check in the amount of \$78.75 for filing and certified copy fees.

Please process this at your earliest opportunity, and return the certified copy of the Articles of Incorporation to this office.

Thank you for your assistance. If you have any questions, please do not hesitate to call us.

Very truly yours,

RONALD L. GIROUX

RLG/ab

Enclosures.

FILED  
2000 JAN 10 AM 9 22  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

A. Howell JAN 14 2000

FILED

2000 JAN 10 AM 9:22

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

EFFECTIVE DATE  
1-4-00

ARTICLES OF INCORPORATION

OF

FALCON INDUSTRIES, INC.

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, do hereby adopt the following Articles of Incorporation:

ARTICLE 1

NAME OF CORPORATION:

The name of the Corporation is:

FALCON INDUSTRIES, INC.

ARTICLE 2

DURATION:

The duration of the Corporation is perpetual.

ARTICLE 3

PURPOSE:

The general purposes for which the Corporation is organized are the following:

A. To engage in and transact any lawful business for which corporations may be incorporated under the Florida General Corporation Act. No other purpose limits this general purpose in any way.

B. To do such other things as are incidental to the purposes of the Corporation or necessary or desirable in order to accomplish them.

C. To engage in any activity or business permitted under the laws of the United States and of the State of Florida, whether or not expressly described in these Articles of Incorporation;

ARTICLE 4

CAPITAL STOCK:

The aggregate number of shares which the Corporation is authorized to issue is 500 shares of common stock. Such shares shall be of a single class and shall have a par value of One Dollar per share.

ARTICLE 5

INITIAL REGISTERED OFFICE AND AGENT:

The street address of the initial Registered Office of the Corporation is 2398 N.W. 147 Street, Opa Locka, Florida 33054, and the name of its initial Registered Agent at that address is Doug Halstead. The address of the Principal Office is the same as the Registered Office.

ARTICLE 6

INITIAL BOARD OF DIRECTORS:

The number of Directors constituting the initial Board of Directors is one. The number of Directors may be increased or decreased from time to time in accordance with the Bylaws but shall never be less than one. The name and address of the initial Director of the Corporation is as follows:

Doug Halstead  
2398 N.W. 147 Street  
Opa Locka, Florida 33054

ARTICLE 7

INCORPORATOR:

The name and address of the Incorporator is as follows:

Doug Halstead  
2398 N.W. 147 Street  
Opa Locka, Florida 33054

ARTICLE 8

COMMENCEMENT OF CORPORATE EXISTENCE:

In accordance with Section 607.167, Florida Statutes, the date when corporate existence shall commence is the date of subscription and acknowledgment of these Articles of Incorporation, or, if the Articles are not received by the Secretary of State within Five (5) business days, then the date of filing.

ARTICLE 9

AMENDMENT:

The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment to them, and any right conferred upon the Shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned has signed these Articles of Incorporation on this 4th day of January, 2000.

  
DOUG HALSTEAD

FILED

2000 JAN 10 AM 9 23

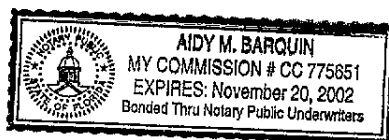
STATE OF FLORIDA  
COUNTY OF DADE

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The foregoing instrument was acknowledged before me this 4th day of January, 2000, by DOUG HALSTEAD to me well known or who produced Florida Driver's License as identification, and known to me to be the person described in and who executed the foregoing Articles of Incorporation and acknowledged to and before me that he executed said instrument for the purposes therein expressed and who did take an oath

WITNESS my hand and official seal this 4th day of January, 2000.

Aidy M. Barquin  
NOTARY PUBLIC,  
State of Florida at Large  
My Commission Expires:



**ACCEPTANCE BY REGISTERED AGENT**

The undersigned hereby accepts the appointment as Registered Agent of FALCON INDUSTRIES, INC. which is contained in the foregoing Articles of Incorporation.

DATED this \_\_\_ day January, 2000.

Doug Halstead  
DOUG HALSTEAD,  
Registered Agent