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CORPORATE
ACCESS,
INC.

236 East 6th Avenue . Tallahassee, Florida 32303

P.O. Box 37066 (32315-7066) ~ (850) 222-2666 or (800) 969-1666 . Fax (850) 222-1666

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SPECIAL INSTRUCTIONS

APPROVED
AND
FILED

00 JAN 24 AM 10:31

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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02/24/00

ARTICLES OF INCORPORATION

OF

FACE FORWARD GROUP, INC.

APPROVED
AND
FILED
00 JAN 24 AM 10:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, desiring to form a corporation under and pursuant to the laws of the State of Florida, for the purposes hereinafter stated, hereby make, subscribe and acknowledge and file with the Secretary of State of Florida, these Articles of Incorporation, as follows:

I. NAME.

The name of this corporation shall be FACE FORWARD GROUP, INC.

II. DURATION.

This corporation is to commence its corporate existence on the date of the filing of these Articles of Incorporation and shall exist perpetually thereafter until dissolved sooner according to law.

III. NATURE OF BUSINESS.

The corporation may engage in any activity or business permitted under the laws of the United States of America and of the State of Florida.

IV. CAPITAL STOCK.

The total subscribed capital stock of this corporation shall consist of One thousand (1000) shares of common stock having a par value of One dollar (\$1.00) per share, which said capital stock shall be payable in lawful money of the United States of America, or in property, labor or services, rendered or to be rendered pursuant to written agreement in accordance with Florida Statutes Chapter 607, at a valuation to be fixed by the shareholders or Board of Directors, in the manner provided for by statute.

V. PREEMPTIVE RIGHTS.

Every shareholder, upon the sale of any new stock of this corporation of the same kind, class or series as that which he

already holds, shall have the right to purchase his prorata share thereof (as nearly may be done without issuance of fractional shares) at the price at which it is offered to others.

VI. INITIAL REGISTERED OFFICE AND AGENT.

The address of the initial registered office of this corporation is located at 2121 Ponce de Leon Boulevard, Suite 900, Coral Gables, FL 33134 and the name of the initial registered agent of this corporation at this address is Robert L. Trescott.

VII. DIRECTORS.

This corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time by the Bylaws, but shall never be less than one. The names and addresses of the initial Board of Directors of this corporation are:

<u>NAME</u>	<u>ADDRESS</u>
Cathy M. Federico	11353 S.W. 112 Circle Lane North Miami, FL 33176

The shareholders or directors shall elect a President, Secretary and Treasurer and such other corporate officers from time to time as deemed advisable. Any two or more offices may be held by the same person. It shall not be necessary for any officer or director to own stock in the corporation.

VIII. INCORPORATORS.

The name and address of the person signing these Articles of Incorporation is:

Cathy M. Federico
11353 S.W. 112 Circle Lane North
Miami, FL 33176

IX. MANAGEMENT.

The business of this corporation may be conducted by its shareholders rather than by the Board of Directors. If managed by the shareholders, then an act authorized by a fifty one (51%) percent vote of the outstanding shares of the corporation entitled

to vote, represented in person or by proxy, shall be the act of the shareholders.

X. INDEMNIFICATION.

The corporation shall indemnify any of its agents, officers or directors to the full extent permitted by law.

XI. DIRECTORS QUORUM AND VOTING.

A majority of the directors shall constitute a quorum for a meeting of directors.

If a quorum is present, the affirmative vote of fifty one (51%) percent of the directors present, or, if a director or directors have abstained from voting because of an interest in the matter to be voted upon, the affirmative vote of a majority of the directors present and voting, shall be the act of the Board of Directors.

XII. TRANSACTIONS BETWEEN RELATED CORPORATIONS.

No contract or transaction between this corporation and any other corporation or entity shall be affected or invalidated by the fact that any one or more of the directors of this corporation is or are interested in, or is a director, officer or fiduciary, or are directors, officers or fiduciaries, of such other corporation or entity.

XIII. BYLAWS.

In furtherance and not in limitation of the powers conferred by the laws of the State of Florida, the Board of Directors are hereby authorized to adopt, alter, amend or repeal bylaws at their pleasure, so long as such bylaws are in accordance with the laws of the State of Florida.

XIV. SHAREHOLDERS QUORUM AND VOTING.

Fifty one (51%) percent of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of shareholders.

If a quorum is present, the affirmative vote of fifty one (51%) percent of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders.

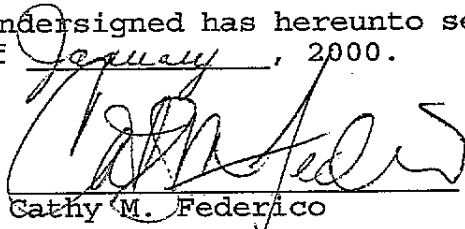
XV. AMENDMENTS.

This corporation reserves the right to amend, alter, change or repeal any provision contained herein in the manner now or hereafter prescribed by law, and all rights conferred on shareholders herein are granted subject to this reservation.

XVI. PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office and mailing address for the corporation is 11353 S.W. 112 Circle Lane North, Miami, FL 33176.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal, this 19 day of January, 2000.


Cathy M. Federico
Incorporator

RESIDENT AGENT
CERTIFICATE

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

First: That FACE FORWARD GROUP, INC., desiring to organize under the laws of the State of Florida, with its initial office, as indicated in the Articles of Incorporation, in the city of Miami, County of Miami-Dade, State of Florida, has named Robert L. Trescott as its agent to accept service of process within this state.

ACKNOWLEDGMENT

Having been named to accept service of process for the above-stated corporation, at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.



Robert L. Trescott
Resident Agent

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AND
FILED
00 JAN 24 AM 10:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA