

Dear Sir,
P00000075162

Please file the enclosed new corporation as soon as possible. Enclosed is a money order in the amount of \$78.75 representing the applicable filing fee.

Should you have any questions, please contact the undersigned at 954-788-8891.

Thank you for your prompt attention to this matter.

Very truly yours

Peggy Clark, Pres.
Legal Tender

FILED
00 AUG -3 PM 3:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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*****78.75 *****78.75

P.S. Enclosed is a Pre-addressed Fed-Ex envelope for the prompt return of the Cert. of incorp.

ARTICLES OF INCORPORATION
OF
CRITICAL ACQUISITIONS, INC.

FILED
00 AUG -3 PM 3:05
SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned subscribers of these Articles of Incorporation, each a natural person to contract, hereby associate themselves to form a corporation under the laws of the State of Florida.

ARTICLE I

The name of the corporation is CRITICAL ACQUISITIONS, INC.

ARTICLE II

The general nature of the business to be transacted is to manufacture, purchase, sell assign, transfer, or otherwise dispose of. and invest in, deal in and with goods, ware, merchandise, real and personal property, and services of every class, kind and description, except that it is not to conduct a banking, safe deposit, trust, deposit, surety, express, railroad, canal, telegraph or cemetery company, a building and loan association, fraternal benefit society, state fair or exception.

ARTICLE III

The maximum number of shares that this corporation is authorized to have outstanding at one time is 1,000 share/par value \$1.00 per share. The consideration to be paid for each share shall be fixed by the Board of Directors.

ARTICLE IV

The amount of capital with which this corporation will begin business is not less than \$500.00.

ARTICLE V

This corporation shall exist perpetually.

ARTICLE VI

Pursuant to Florida Statute §607.034 the registered office of this corporation in the State of Florida is shall be : Legal Tender Secretarial Services, Inc., 1121 N.E. 24th Avenue, Pompano Beach, Florida 33062.

The above is also the mailing address.

ARTICLE VII

This corporation shall have one (1) director initially. The number of directors may be increased or diminished from time to time By-Laws accepted by the Stockholders.

ARTICLE VIII

The names and post office addresses of the members of the first Board of Directors, the President, Vice President and Secretary-Treasurer are:

| <u>NAME</u> | <u>ADDRESS</u> | <u>OFFICE</u> |
|---------------|--|---------------|
| MARIO ASSANTE | 777 No. Federal Hwy Ste. 304-F Pompano Beach, FL 33062 | President |

ARTICLE IX

The name and post office address of each Subscriber of these Articles of Incorporation, the number of shares of stock each agrees to take and the value of the consideration is:

| <u>NAME</u> | <u>ADDRESS</u> | <u>NO. OF SHARES</u> | <u>CONSIDERATION</u> |
|---------------|---|----------------------|----------------------|
| MARIO ASSANTE | 777 N.Federal Hwhy Ste. 304-F Pompano Beach, FL 33062 | 500 | \$500.00 |

In accordance with Florida Statute §613.26, it is expressly provided herein that the Shareholders of this corporation shall have pre-emptive rights in any new stock of the same kind, class or series as to which they already hold and they shall have the right to purchase their pro-rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others, which price, in the case of par value shares, may be in excess of par.

ARTICLE X

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them or the Stockholders, and approved by at the Shareholders entitled to vote thereon.

ARTICLE XI

It is the intention of this Charter that the Directors shall sell the capital stock of this corporation in accordance with the conditions of Section 1242 - 1244, inclusive, of the Internal Revenue Code.

Mario A. Assante (SEAL)
MARIO ASSANTE, President

STATE OF FLORIDA --)
) S
COUNTY OF BROWARD)

BEFORE ME, the undersigned authority, duly authorized by law to take acknowledgments, this date personally appeared **MARIO ASSANTE**, who is personally known to me or who has produced Florida Driver's License (*Type of identification) as identification, and after first being duly cautioned and sworn described as subscriber(s) in, and who executed the foregoing Articles of Incorporation, acknowledge before me that they subscribed to those Articles of Incorporation.

SWORN TO AND SUBSCRIBED before me this 14th day of July, 2000.

Notary Public, State of Florida

Sign: 

Print: Russell Beyer

My Commission Expires:

NOTARY PUBLIC - STATE OF FLORIDA
RUSSELL BEYER
COMMISSION # CC588667
EXPIRES 10-20-2000
BONDED THRU ASA 1-888-NOTARY-1

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

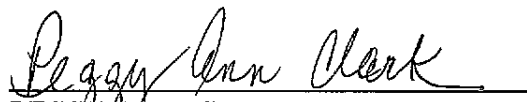
FILED
00 AUG -3 PM 3:1
SECRETARY OF STATE
TALLAHASSEE FLORIDA

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

FIRST: That CRITICAL ACQUISITIONS, INC., desiring to organize
under the laws of the State of Florida with its principal office,
as indicated in the Articles of Incorporation, at the City of
Pompano, County of Broward, State of Florida, has named LEGAL
TENDER SECRETARIAL SERVICES, INC., located at 1121 Southeast 24th
Terrace, County of Broward, State of Florida, as its Registered
Agent to accept services 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
provision of said Act relative to keeping open said office.

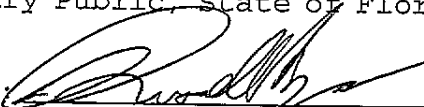

PEGGY ANN CLARK,
Registered Agent

STATE OF FLORIDA)
) §
COUNTY OF BROWARD)

BEFORE ME, the undersigned authority, duly authorized by law to take acknowledgments, this date personally appeared **PEGGY ANN CLARK**, who is personally known to me or who has produced Florida Identification Card (*Type of identification) as identification, and after first being duly cautioned and sworn she acknowledged before me that she executed the foregoing instrument as her free act and voluntary act and deed for the use and purpose therein set forth and expressed.

SWORN TO AND SUBSCRIBED before me this 14th day of July, 2000.

Notary Public, State of Florida

Sign: 

Print: Russell Beyer

My Commission Expires:

NOTARY PUBLIC - STATE OF FLORIDA
RUSSELL BEYER
COMMISSION # CC588667
EXPIRES 10-20-2000
BONDED THRU ASA 1-888-NOTARY-1