

LAW OFFICES  
**HAROLD M. RIFAS, P.A.**  
7900 RED ROAD, SUITE 9  
SOUTH MIAMI, FLORIDA 33143

HAROLD M. RIFAS

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*PO00000093448*

September 28, 2000

FILED  
00 OCT -2 AM 9:11  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Secretary of State  
Division of Corporations  
PO Box 6327  
Tallahassee, Florida 32314

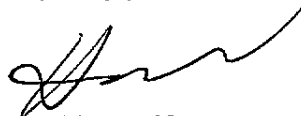
Re: F & A Ventures, Inc.

Dear Sir/Madam:

Enclosed please find our check in the amount of \$78.75 along with two copies of Articles of Incorporation for the above named corporation. Please process accordingly.

Your prompt attention is appreciated.

Very truly yours,



Harold M. Rifas

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION  
OF  
F & A VENTURES, INC.

**ARTICLE I - NAME**

The name of the corporation shall be:

F & A VENTURES, INC.

**ARTICLE II - DURATION**

The corporation shall have perpetual existence.

**ARTICLE III - PURPOSE**

This corporation is organized for any lawful purpose or purposes.

The corporation shall have the same powers as an individual to do all things necessary or convenient to carry out its business and affairs.

**ARTICLE IV - CAPITAL STOCK**

This corporation is authorized to issue One Hundred (100) shares of ten cents (\$.10) par value common stock.

**ARTICLE V - VOTING RIGHTS**

Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding common stock.

**ARTICLE VI - INITIAL OFFICE**

The street address of the initial principal office is 3080 SW 38<sup>th</sup> Court, Miami, Florida 33146 .

**ARTICLE VII - INITIAL REGISTERED OFFICE AND AGENT**

The street address of the corporation's initial registered office is 7900 Red Road, Suite 9, South Miami, Florida 33143; and the name of its initial registered agent at that office is HAROLD M. RIFAS.

**ARTICLE VIII - INITIAL BOARD OF DIRECTORS**

This corporation shall have two directors initially. The name and address of the initial directors of this corporation are:

Alex Callegari                      Fredric B. Snitzer  
3080 SW 38 Court, Miami, Florida 33146

**ARTICLE IX - INCORPORATOR**

The name and address of the persons signing these articles are:

Alex Callegari and Fredric B. Snitzer  
3080 SW 38 Court, Miami, Florida 33146

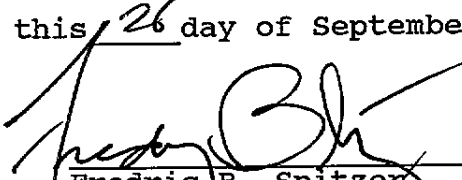
**ARTICLE X - INDEMNIFICATION**

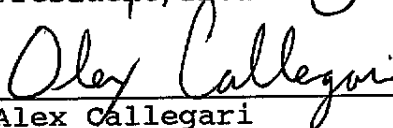
This corporation shall indemnify any officer or director or any former officer or director to the full extent permitted by law.

**ARTICLE XI - AMENDMENT**

This corporation reserves the right to amend or repeal any provisions contained in these articles of incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these articles of incorporation this 26 day of September, 2000.

  
Fredric B. Snitzer,  
President/Treasurer

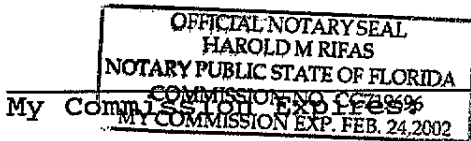
  
Alex Callegari  
Vice President/Secretary


STATE OF FLORIDA

COUNTY OF DADE

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State aforesaid and in the County aforesaid, to take acknowledgments, personally appeared Fredric B. Snitzer and Alex Callegari, to me known to be the persons described in and who executed the foregoing Articles of Incorporation and he acknowledged before me that they executed the same. Said persons are personally known

to me or have produced Florida driver's licenses as identification.



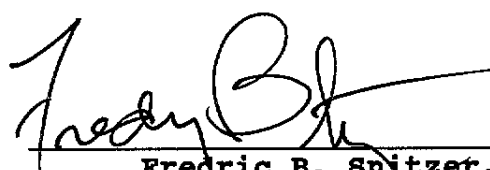
  
NOTARY PUBLIC  
Printed, typed or stamped name:

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OCT-2 AM 9:11  
TALLAHASSEE, FLORIDA  
SECRETARY OF STATE

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE  
SERVICE PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM PROCESS  
MAY BE SERVED**

In compliance with Florida Statutes the following is submitted:

That F & A VENTURES, INC., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at the City of Miami Beach, State of Florida, has named HAROLD M. RIFAS located at 7900 Red Road, Suite 25, South Miami, Florida, 33143, as its agent to accept service of process within Florida.

  
Fredric B. Snitzer,  
President/Treasurer

**HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE  
STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE,  
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:   
(resident agent)

Date: 9/26/00