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CORPORATION(S) NAME

FA & Co, INC.

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DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
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**ARTICLES OF INCORPORATION
OF
FA & CO, INC.**

FILED
00 DEC 29 AM 10:53
SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I

NAME

The name of the corporation is: FA & CO, INC. located at 1772 Pierside Circle, Wellington, Florida 33414.

ARTICLE II

DURATION AND BEGINNING OF CORPORATE EXISTENCE

The corporation shall exist perpetually. The date when the corporate existence of this corporation shall begin shall be upon the filing of the Articles of Incorporation by the Department of State.

ARTICLE III

NATURE OF BUSINESS

This corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE IV

CAPITAL STOCK

The corporation is authorized to have outstanding one class of stock designated as common stock. The maximum number of shares of common stock which the corporation is authorized to have outstanding is:

100 shares of Common Stock of a par value of \$1.00 per share.

Holders of Common Stock are entitled to vote on all questions required by law on the basis of one vote per share and there shall be no cumulative voting. Holders of Common Stock shall have preemptive rights to subscribe to the corporation's securities.

ARTICLE V

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation in the State of Florida is: 1772 Pierside Circle, Wellington, Florida 33414.

The name of the initial registered agent of this corporation at that address is: Adriana Marcela Diaz-Niño.

ARTICLE VI

PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be: 1772 Pierside Circle, Wellington, Florida 33414.

ARTICLE VII

INITIAL BOARD OF DIRECTORS

The corporation shall have Two (2) initial director(s). The number of directors may be increased or decreased from time to time by amendment to, or in the manner provided in, the by-laws of the corporation.

The name and street address of the initial directors are as follows:

Adriana Marcela Diaz-Niño, President.
1772 Pierside Circle
Wellington, Florida 33414

Francisco Fernando Sarmiento-Sanchez, Vice-President, Secretary, Treasurer
1772 Pierside Circle
Wellington, Florida 33414

ARTICLE VIII

INCORPORATOR

The name and address of the Incorporator subscribing to these Articles of Incorporation is: Adriana Marcela Diaz-Niño, 1772 Pierside Circle, Wellington, Florida 33414.

ARTICLE IX

BY-LAWS

The power to adopt, alter, amend or repeal by-laws shall be vested in the Board of Directors.

ARTICLE X

INDEMNIFICATION

The corporation shall indemnify, to the full extent permitted by law, any person who was or is a party to any proceeding (other than an action by, or in the right of, the corporation), by reason of the fact that he or she is or was a director, officer, employee, or agent of the corporation, or any person who at the request of the corporation is or was serving as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise.

ARTICLE XI

AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 21st day of December, 2000.


By: Adriana Marcela Diaz-Niño, Incorporator

CERTIFICATE OF REGISTERED AGENT OF
FA & CO, INC.

Pursuant to Sections 48.091 and 607.034 of the Florida Statutes, the following is submitted, in compliance therewith:

That FA & CO, INC. desiring to organize under the laws of the State of Florida with its principal office located at 1772 Pierside Circle, Wellington, Florida 33414., has named Adriana Marcela Diaz-Niño, located at 1772 Pierside Circle, Wellington, Florida 33414 to be its registered 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, I am familiar with and comply with the provisions of the Florida General Corporation Act relative to keeping open said office.

Dated this 21st day of December, 2001.

By: *Adriana Diaz Niño*
Adriana Marcela Diaz Niño
Registered Agent

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00 DEC 29 AM 10:03
SECRETARY OF STATE
TALLAHASSEE FLORIDA