

BILL MCFARLAND, P.A.

Attorney at Law

BMC - PA

P. O. Box 101612, Cape Coral, Florida 33910

Phone: (941) 549-5680

PO2000044075

April 11, 2002

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

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-04/15/02--01059--023
*****70.00 *****70.00

Dear Sirs:

Hello.

Enclosed is a check for \$70.00 to cover the expense of filing the enclosed Articles of Incorporation for F & A Holdings, Inc. Please file and return to:

Bill McFarland, P.A.
P.O. Box 101612
Cape Coral, Florida 33910

If you need anything else in order to fulfill this request, please contact me at the phone number or address listed above.

Thank you for your time and attention.

Sincerely,



Bill McFarland

FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
02 APR 15 PM 2:26

Bill McFarland GAVE

AUTHORIZATION BY PHONE TO

CORRECT Articles

DATE 4-23-02

DOC EXAM ilms

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02 APR 15 PM 2: 27

ARTICLES OF INCORPORATION

for

F & A HOLDINGS, INC.

KNOW ALL MEN BY THESE PRESENTS:

That we, the undersigned, desirous of forming a corporation under the Laws of the State of Florida, and more particularly under the provisions of Article _____, and amendments thereto, governing manufacturing and business companies, have entered into the following agreement:

ARTICLES

- 1) CORPORATE NAME - The name of the corporation shall be:
F & A HOLDINGS, Inc.
- 2) PRINCIPAL OFFICE - The initial principal office of this corporation shall be located at:

3181 PALM BEACH BOULEVARD
FORT MYERS, FLORIDA 33916
LEE COUNTY, FLORIDA
- 3) CORPORATE PURPOSE - The corporation is formed for the following purposes:

The purpose of this corporation is to invest in real estate within the state of Florida; and to engage in any or all lawful acts or activities for which corporations are permitted under the laws of the United States and of the State of Florida.
- 4) CORPORATE TERM - The Corporation shall continue for the term

of Indefinite.

- 5) INITIAL CAPITAL - The amount of capital which this corporation shall commence business is ONE HUNDRED DOLLARS (\$100).
- 6) PERSONAL LIABILITY - Neither the above referenced corporation, the above referenced corporation's Board of Directors, or any other person or entity with which the above referenced corporation engages in business activities shall have the authority to impose liability on any shareholder without specific written authorization of the shareholder. Said written authorization shall be kept on file and available for inspection by legitimate authorities.
- 7) AUTHORIZED SHARES - The aggregate number of shares, which the corporation shall have authority to issue, is TEN THOUSAND (10,000) shares, having a PAR VALUE of ONE DOLLAR (\$1.00) per share.
- 8) VOTING RIGHTS - Each share, upon issuance to a designated shareholder, represented by certificate, which has been recorded in the corporate books, shall be entitled to one (1) vote in those matters requiring a vote of the shareholders.
- 9) CUMULATIVE VOTING - Cumulative voting, for any purpose, is not authorized under these articles. All issues requiring a shareholder vote shall be decided by a majority vote of the common shareholders of record. Such vote shall only be valid and binding upon the corporation and other shareholders when a quorum is present.
- 10) QUORUM - To constitute a quorum for corporate votes, sixty-six percent (66%) of the outstanding common shareholders of record are required to be present (conference calls, or other means found acceptable shall constitute presence).
- 11) CERTIFICATED STOCK - All stock issued by this corporation shall be evidenced by a certificate signed by the President of the corporation. The corporation must issue all stock to a specific shareholder of record. Use of bearer-certificated stock is prohibited. Only those entities on record with F & A HOLDINGS, INC. as being shareholders are entitled to vote on corporate matters.
- 12) RESTRICTIONS ON TRANSFER - All stock issued by this corporation shall be nontransferable unless offered to existing shareholders first. To satisfy this requirement

the offer must be noted in the corporate books and the offer must be at the same terms and conditions as the stock is being offered to the nonshareholder. Once offered, existing shareholders can purchase the offered stock either on a pro rata basis, in whole, or in part. Any stock remaining after being offered to existing shareholders may then be sold to the nonshareholder at no less than the same terms and conditions as the stock was purchased by the existing shareholders. However, stock that has been offered to the existing shareholders and is not purchased by the existing shareholders within thirty (30) days may then be transferred to the nonshareholder and the corporation is required to issue a new stock certificate and to make the necessary transfer entries in the corporate records.

- 13) NOTICE OF RESTRICTION ON TRANSFER OF STOCK - Any and all restrictions on the transfer of corporate stock shall be noted on the stock certificate. In the alternative, the certificate will state that the corporation will furnish a full statement of the restrictions upon request.
- 14) TRANSFER OF STOCK - Any transfer of corporate stock becomes valid only when the transfer has been registered in the corporate records and the corporation has issued a new certificate.
- 15) TREASURY SHARES - Shares, which have been issued and then reacquired by the corporation, shall not become treasury shares. Those shares reacquired by the corporation shall be deemed non-issued and non-outstanding.
- 16) PREEMPTIVE RIGHTS - Each shareholder, upon the sale of any new class of stock of this corporation, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price and terms at which it is offered to others.
- 17) BOARD OF DIRECTORS - The Board of Directors shall consist of at least one (1) shareholder, and the names of those agreed upon for the first year are: -

NAME

RESIDENCE

Felipe Roman

2501 SE 8th Place
Cape Coral, FL 33904

Alex Rudich

3181 Palm Beach Boulevard
Fort Myers, Florida 33916

- 18) AUTHORITY OF THE BOARD OF THE DIRECTORS - All powers and

authority associated with F & A HOLDINGS, INC.'s Board of Directors is hereby suspended. All powers and authority of the Board of Directors is vested in the common shareholders. The common shareholders can exercise these powers by a majority vote of all common stock shareholders of record when a quorum is present. However, the common shareholders of record can delegate authority to the Board of Directors to transact the corporation's business as the common shareholder's deem fit. This delegation of authority shall only become valid upon a majority vote of the common shareholders, when a quorum is present; to change the bylaws of the corporation thereby enumerating the powers of the Board of Directors within said bylaws.

19) QUORUM OF THE BOARD OF DIRECTORS - Should the common shareholders of the corporation vest powers, via amendment of the corporate bylaws, in the Board of Directors, all Directors must be present to constitute a quorum. Additionally, each director shall be entitled to one vote only.

20) THE NAME AND ADDRESS OF THE INCORPORATOR IS:

NAME

RESIDENCE

Bill McFarland

717 Sesame Court
Cape Coral, Florida 33904

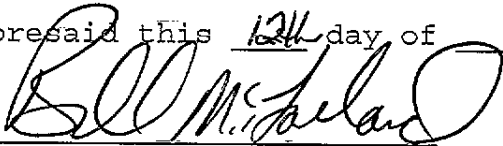
21) REGISTERED AGENT - Eliot Rudich, 3181 Palm Beach Boulevard, Ft. Myers, Florida 33916, hereby accepts the appointment of Registered Agent, and agrees to act in this capacity until such time as a new Registered Agent is designated by a majority vote of the common shareholders when a quorum is present. The initial Registered Agent's office address for the Corporation shall be 3181 Palm Beach Boulevard, Fort Myers, Florida 33916.

22) AMENDMENTS TO CORPORATE ARTICLES OR BYLAWS - The power to adopt and/or amend either the corporate bylaws or these articles of incorporation is reserved unto the common stockholders. Adoption or amendment of the bylaws, or the articles of incorporation, shall be made only after approval by a majority vote of the common shareholders when a quorum is present.

I, the undersigned, being the original incorporator of F & A HOLDINGS, INC., do hereby certify that the foregoing constitutes the Articles of Incorporation for F & A HOLDINGS, INC.

Witness my hand and official seal in the County and State last

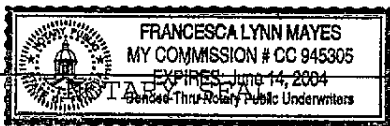
aforesaid this 12th day of APRIL, A.D. 2002.



Bill McFarland

STATE OF FLORIDA
COUNTY OF LEE

I HEREBY CERTIFY that on this day, before me, an officer duly authorized to take oaths and take acknowledgments, personally appeared BILL MCFARLAND known to me to be the person described in and who executed the foregoing instrument, who acknowledged before me that they executed the same, that I relied upon the following form of identification for the above named person: Personally known or M216 07260 134-0 FL., and that an oath (was) (was not) taken.




NOTARY SIGNATURE

Francesca L. Mayes
PRINTED NOTARY SIGNATURE

FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

REGISTERED AGENT

02 APR 15 PM 2:27

Eliot Rudich, 3181 Palm Beach Boulevard, Ft. Myers, Florida 33916, hereby accepts the appointment of Registered Agent for F&A HOLDINGS, INC., a Florida corporation, and agrees to act in this capacity until such time as a new Registered Agent is designated by a simple majority vote of the shareholders.

Witness my hand and official seal in the County and State last aforesaid this 11 day of APRIL, A.D. 2002.


Eliot Rudich

STATE OF FLORIDA
COUNTY OF LEE

I HEREBY CERTIFY that on this day, before me, an officer duly authorized to take oaths and take acknowledgments, personally appeared ELIOT RUDICH known to me to be the person described in and who executed the foregoing instrument, who acknowledged before me that they executed the same, that I relied upon the following form of identification of the above named person: personally known or personally known and that an oath (was) (was not) taken.



Bill McFarland
Commission # CC 971541
Expires Oct. 1, 2004
Bonded Thru
Atlantic Bonding Co., Inc.

NOTARY RUBBER STAMP SEAL



NOTARY SIGNATURE



Bill McFarland
Commission # CC 971541
Expires Oct. 1, 2004
Bonded Thru
Atlantic Bonding Co., Inc.


PRINTED NOTARY SIGNATURE