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To:

Division of Corporations
Fax Number : (850)205-0381

From:

Account Name : FAS-T CORP. AGENTS, INC.
Account Number : 071001002335
Phone : (305)599-0839
Fax Number : (305)716-0346**FLORIDA PROFIT CORPORATION OR P.A.****AMERICAN FALCON, INC.**

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ARTICLES OF INCORPORATION

OF

AMERICAN FALCON, INC.

We, the undersigned, hereby associate together for the purpose of becoming a corporation under the laws of Florida, by and under the provisions of the Statutes of the State of Florida, provide for the formation, liabilities, rights, privileges and immunities of corporations for profit.

ARTICLE I

The name of the Corporation, shall be:

AMERICAN FALCON, INC.

Its business shall be carried at Miami-Dade County, Florida, and such other points or places in the State of Florida and in the United States and foreign countries as may, from time to time be authorized by the Board of Directors. Its principal office shall be at 253 NW 31st Street, Miami, FL 33127

ARTICLE II

The general nature of the business or business to be transacted, shall be, as follows:

SECTION I: To engage in any or more of the business and to exercise in any or all the powers authorized and permitted by the said statutes to corporations formed thereunder.

SECTION II: That of purchasing, leasing, renting, selling, holding and otherwise acquiring, and transact any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation as well as disposing of real estate and personal property, both tangible and intangible, and chooses in action; either as owner, broker, agent or factor.

SECTION III: In the purchase or acquisition of property, business rights or franchises, or for additional working capital, or for any other object in or about its business or affairs, and without limit as to amount, to incur debts, and to raise, borrow and secure the payment of money in any lawful manner, including the issuance, sale or other disposition of bonds, warrants, debentures, obligations, negotiable and transferable instruments and evidences of indebtedness of all kinds, whether secured by mortgage, pledge, deed, trust or otherwise.

-2-

SECTION IV: This corporation shall have all the general powers, but no recitation, expression or declaration of specific or special powers herein enumerated shall be deemed to be exclusive, but it is hereby expressly declared that all other lawful powers permitted to corporations for profit are hereby included.

ARTICLE III

The maximum number of shares of stock this corporation is authorized to have outstanding at any time shall be Fifty (50) shares with a par value of ONE HUNDRED (\$100.00) dollars each.

ARTICLE IV

This corporation shall begin business with a capital of not less than FIVE THOUSAND (\$5,000.00) dollars. The undersigned incorporators do hereby state that there has already been paid into the corporation on behalf of the subscribers set forth herein, the sum of FIVE THOUSAND (\$5,000.00) DOLLARS.

ARTICLE V

This corporation shall exist perpetually.

ARTICLE VI

The principal place of business of this corporation shall be located in Dade County, Florida, and it may have such other places of business, both within and outside the State of Florida and in foreign countries, as may be deemed necessary or convenient. The mailing address of the Corporation shall be: 253 NW 31st Street, Miami, FL 33127

ARTICLE VII

The business of the corporation shall be conducted by a Board of Directors of not less than two (2) Directors, the exact number of Directors to be fixed by the By-Laws of this corporation.

PREPARED BY:
RUBEN AQUINO
253 NW 31st Street,
Miami, FL 33127
305-324-0077

-3-

ARTICLE VIII

The names and post office addresses of the first Board of Directors of this Corporation, who shall hold office until the organization meeting of this corporation, and until their successors are elected and have qualified are:

RUBEN AQUINO	253 NW 31st Street Miami, FL 33127
JOSEFINA AQUINO	253 NW 31st Street Miami, FL 33127
BLANCA AQUINO	253 NW 31st Street, Miami, FL 33127

The offices to be held by the above named Directors are as follows:

RUBEN AQUINO	President
JOSEFINA AQUINO	Treasurer/Vice-President
BLANCA AQUINO	Secretary

-4-

ARTICLE IX

The names and post office addresses of each subscriber of these Articles of Incorporation, and a statement of the number of shares of stock which each agrees to take is as follows:

<u>Name:</u>	<u>No. of Shares</u>		<u>Par Value</u>
RUBEN AQUINO 253 NW 31 st Street, Miami, FL 33127	26 ea.	at	\$100.00
JOSEFINA AQUINO 253 NW 31 st Street, Miami, FL 33127	12 ea.	at	\$100.00
BLANCA AQUINO 253 NW 31 st Street, Miami, FL 33127	12 ea.	at	\$100.00

ARTICLE X

The name and street address of the initial registered agent of this corporation is:
RUBEN AQUINO, 253 NW 31st Street, Miami, FL 33127

ARTICLE XI

The provisions of this Charter, and each and every article and section hereof, and the By-Laws of this corporation shall be considered a part of every contract and transaction to which this corporation shall be a party. Every person, association and/or corporation dealing with this corporation is hereby charged with notice and knowledge of this corporation.


Page 5

IN WITNESS WHEREOF, we have hereunto set our hands and seals, this

2 day of October A. D., 2002

 (Seal)
RUBEN AQUINO

 (Seal)
JOSEFINA AQUINO

 (Seal)
BLANCA AQUINO

This instrument prepared by:
RUBEN AQUINO
253 NW 31st Street,
Miami, FL 33127
305-324-0077

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-8-

**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/ REGISTERED OFFICE**

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida,

- 1.- The name of the Corporation is: **AMERICAN FALCON, INC.**
- 2.- The name and address of the registered agent and office is:

Ruben Aquino
253 NW 31st Street,
Miami, FL 33127

SIGNATURE


Ruben Aquino

TITLE: President

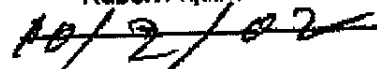
DATE: October 1, 2002

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

Signature


Ruben Aquino

Date:



This document prepared by:
Ruben Aquino
253 NW 31st Street,
Miami, FL 33127