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CORPORATION SERVICE COMPANY™

ACCOUNT NO. : 0721000000032

REFERENCE : 430089 9029A

AUTHORIZATION :

Patricia Pigute

COST LIMIT : \$ 78.75

ORDER DATE : February 9, 2004

ORDER TIME : 12:37 PM

ORDER NO. : 430089-005

CUSTOMER NO: 9029A

CUSTOMER: Randy J. Nathan, Esq.
Frank Weinberg & Black, P.L.

7805 Sw 6th Court

Plantation, FL 33324

DOMESTIC FILING

NAME: FEMA INVESTMENT GROUP, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP
 ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

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 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Troy Todd - EXT. 2940

EXAMINER'S INITIALS: _____

ARTICLES OF INCORPORATION
OF
FEMA INVESTMENT GROUP, INC.

FILED
2004 FEB - 9 P 5:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation for profit under the laws of the State of Florida, hereby adopts the following Articles of Incorporation:

ARTICLE I

The name of the corporation is: FEMA INVESTMENT GROUP, INC.

ARTICLE II

This Corporation may engage in any activity or business permitted under the laws of the United States or the State of Florida.

ARTICLE III

The maximum number of shares of stock which the corporation is authorized to issue and have outstanding at any one time is 1,000 shares of common stock having a par value of \$1.00 per share.

ARTICLE IV

The existence of the corporation shall be perpetual. Corporate existence shall commence on the date these Articles are executed and acknowledged, except that if they are not filed by the Department of State of the State of Florida within five (5) days, exclusive of legal holidays, after they are executed and acknowledged, corporate existence shall commence upon filing by the Department of State.

EFFECTIVE DATE
2-6-04

ARTICLE V

The street address of the initial registered office of the corporation is 7805 S.W. 6th Court, Plantation, Florida 33324, and the initial registered agent of the corporation at that address is Randy J. Nathan, Esq.

ARTICLE VI

The principal office of the corporation is located 7980 NW 156th Terrace, Miami, Florida 33016, 33431 and the mailing address of the corporation 7980 NW 156th Terrace, Miami, Florida 33016.

ARTICLE VII

The name and street address of the members of the first Board of Directors of the corporation who shall hold office for the first year of the corporation's existence or until a successor is elected and has qualified are:

<u>Name</u>	<u>Address</u>
Eduardo Ferreira	7980 NW 156 th Terrace Miami, Florida 33016
Albano Ferreira	433 SW Monroe Drive Port St. Lucie, Florida 34986

ARTICLE VIII

The name and street address of each incorporator signing these articles are:

<u>Name</u>	<u>Address</u>
Eduardo Ferreira	7980 NW 156 th Terrace Miami, Florida 33016

ARTICLE IX

1. Ownership of stock shall not be required to make any person eligible to hold office either as an officer or as a director of this Corporation.

2. The stockholders may, pursuant to the Bylaw provision or by stockholders agreement, recorded in the minute book, impose such restrictions on the sale, transfer or encumbrances of the stock of this Corporation as they may see fit.

3. The Board of Directors of this Corporation shall adopt Bylaws for the government of this Corporation which shall be subordinate only to the Certificate of Incorporation and the laws of the United States and the State of Florida. The Bylaws may be amended from time to time by either the stockholders or the Board of Directors, but the Board of Directors may not alter or amend any Bylaw adopted by the stockholders.

4. Any subscriber or stockholder present at any meeting, either in person or by proxy, and any Director present in person at any meeting of the Board of Directors shall conclusively be deemed to have received proper notice of the meeting unless he shall make objection at that meeting to any defect or insufficiency of notice.

5. If the Bylaws so provide, any action of the stockholders or Board of Directors which is required or permitted to be taken at a meeting may be taken without a meeting, in the manner provided in the Bylaws, to the extent now or hereafter to be permitted under the statutes and laws of the State of Florida.

6. If the Bylaws so provide, any stockholder of this Corporation, to the extent now or hereafter permitted pursuant to the Bylaws of this Corporation and the statutes and laws of the State of Florida, may enter into any written agreement relating to any phase of the affairs of this Corporation. No such agreement shall impose directors' or officers' liabilities upon the

stockholders who are parties thereto except to the extent required by the statutes and laws of the State of Florida.

7. The Board of Directors of this Corporation is authorized to make provision for reasonable compensation to its members for their services as Directors and to fix the basis and conditions upon which such compensation shall be paid. Any Director of this Corporation may also serve the Corporation in any other capacity and receive compensation therefor in any form.

8. The Corporation shall indemnify any director, officer or employee, or former director, officer or employee of the Corporation, or any person who may have served at its request as a director, officer, or employee of another corporation in which it owns shares of capital stock, or of which it is a creditor, against expenses actually and necessarily incurred by him in connection with the defense of any action, suit or proceeding in which he is made a party by reason of being or having been such director, officer or employee, except in relation to matters as to which he shall be adjudged in such action, suit or proceeding to be liable for negligence or misconduct in the performance of duty. The Corporation may also reimburse to any director, officer or employee the reasonable costs of settlement of any such action, suit or proceeding, if it shall be found by a majority of a committee composed of the directors not involved in the matter of controversy (whether or not a quorum) that it was to the interests of the Corporation that such settlement be made and that such director, officer or employee was not guilty of negligence or misconduct. Such rights of indemnification and reimbursement shall not be deemed exclusive of any other rights to which such director, officer or employee may be entitled under any Bylaw, agreement, vote of shareholders or otherwise.

Article X - Grant of Preemptive Rights

Each shareholder of the Corporation shall be entitled to full pre-emptive rights to acquire his proportional part of any unissued or treasury shares of the Corporation, or securities of the Corporation convertible into, or carrying the right to subscribe to, or acquire such shares, which may be issued at any time by the Corporation.

ARTICLE XI

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, and any right conferred upon the shareholders is subject to this reservation.

EXECUTED at Plantation, Florida, this 6 day of February, 2004.

By: _____

Eduardo Ferreira, Director
Incorporator

**CERTIFICATE DESIGNATING RESIDENT AGENT
AND REGISTERED OFFICE**

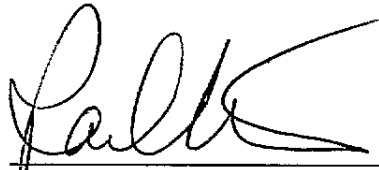
In accordance with Chapter 48.091, Florida Statutes, the following designation and acceptance is submitted in compliance thereof.

DESIGNATION

FEMA INVESTMENT GROUP, INC., desiring to organize under the laws of the State of Florida, hereby designates Randy J. Nathan, Esq. its registered agent and 7805 S.W. 6th Court, Plantation, Florida 33324 as its registered office.

ACCEPTANCE

Having been named as registered agent for the above named corporation, I hereby agree to act in such capacity for such corporation at its registered office.



Randy J. Nathan, Esq.
(Registered Agent)

Dated: February 6, 2004

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2004 FEB -9 P 5:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA