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LAW OFFICE MICHAEL J. MOSKOWITZ

2525 N. State Rd. 7 - Suite 205 Hollywood, Florida 33021 (954) 989-7929

June 4, 2004

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

Attn: New Filing

Re: Articles of Incorporation - Faoro Group Inc.

To Whom It May Concern:

Attached are:

- 1. Articles Of Incorporation for Faoro Group Inc.
- 2. Operating Account check no. 1939, in the amount of \$78.75, made payable to your office.

Please send a certified copy of the filed Articles Of Incorporation to this office as soon as possible.

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Thank you.

Sincerely,

Michael J. Moskowitz

MJM:sr

ARTICLES OF INCORPORATION

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OF

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TALLAHASSEE, FLORIDA

FAORO GROUP INC.

I, Rocco Faoro, the undersigned, being of legal age and a natural person, do hereby subscribe to, acknowledge, and file the following Articles of Incorporation for the purpose of creating a corporation under the Laws of the State of Florida.

ARTICLE 1

The name of the corporation shall be:

Faoro Group Inc.

ARTICLE II

This corporation may engage in any activity or business permitted under the Laws of the State of Florida.

ARTICLE III

The capital stock authorized, the par value thereof, and the characteristics of such stock shall be as follows:

100 shares common stock, no par value

All of said stock shall be payable in cash, property, real or personal, labor, or services in lieu of cash, at a just valuation to be fixed by the Board of Directors of this corporation. The payment thereof does not have to be at the time of issuance, provided that said shares are subject to calls thereon until the whole consideration therefor shall have been paid.

ARTICLE IV

The amount of capital with which this corporation shall commence business shall not be less than \$500.00.

ARTICLE V

This corporation is to exist perpetually.

ARTICLE VI

The initial address of this corporation shall be at:

2525 N. State Road 7 - Suite 205 Hollywood, Florida 33021

The Board of Directors may from time to time move the principal office to any other address in Florida.

ARTICLE VII

This corporation shall have one Director initially. The number of Directors may be increased from time to time, by the By-Laws adopted by the Stockholders, but shall never be more than three, nor less than one. The name and address of the Director is:

Rocco Faoro 2525 N. State Road 7 - Suite 205 Hollywood, Florida 33021

ARTICLE VIII

The name and post office address of the subscriber to these Articles of Incorporation is:

Rocco Faoro 2525 N. State Road 7 - Suite 205 Hollywood, Florida 33021

Dated: May 31, 2004

Nocco Faoro

STATE OF OHIO Delaware COUNTY

I HEREBY CERTIFY that before me, a Notary Public authorized in the State and County aforesaid to take acknowledgments, personally appeared Rocco Faoro, identity verified by driver's license, to me known to be the person described in and who executed the foregoing Articles of Incorporation, and who acknowledged that he subscribed to same, and did take an oath.

WITNESS my hand and official seal this 1 day of May, 2004.

My Commission Expires:

PERMANENT

NIS 1. DIROSANIO, STANGE OF Public, State of Ohio

commission has no explication section 147.03 m.C.

LEMIS I. DIROSARIO, Alicancy At Law NOTARY PUBLIC, STATE Co NOTARY PUBLIC, STATE Co

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING REGISTERED AGENT UPON WHOM PROCESS MAY BE SERVED.

In pursuant to Chapter 48.901 Florida Statues, the following is submitted, in compliance with said Act:

First that desiring to organize under the Laws of the State of Florida, with its principal office in the City of Hollywood, County of Broward, State of Florida has named Rocco Faoro, whose mailing address is:

2525 N. State Road 7 - Suite 205 Hollywood, Florida 33021

as registered agent to accept service of process in this matter.

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 and agree to comply with the provisions of said Act relative to keeping open said office.

Dated: May 31, 2004

Rocco Faoro