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Lopez & Kelly, P.A.
Attorneys at Law

AL R. LOPEZ, JR.
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SUITE 500
4600 WEST CYPRESS STREET
TAMPA, FLORIDA 33607
(813) 289-3400
FAX: 287-5775

E-MAIL: landkpa@flash.net

September 28, 2004

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

Re: 3F PROPERTIES, INC.

Dear Sir/Madam:

Please find enclosed an original and one copy of the Articles of Incorporation of 3F PROPERTIES, INC. I would appreciate your filing these Articles as soon as possible.

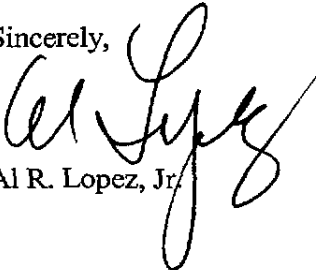
I will need a Certified Copy of the Articles of Incorporation, and enclose an extra copy of the Articles for certification and return to my office.

Also enclosed is our firm check payable to the Florida Department of State for the filing fee in the amount of \$70.00 and the certified copy of the Articles in the amount of \$8.75, for a total of \$78.75.

If you have any questions or require any additional information regarding the above, please do not hesitate to call me at my office.

Thank you for your attention to this request.

Sincerely,



Al R. Lopez, Jr.

ARLJr/jr
Enclosures

cc: Nicholas A. Fanaro

ARTICLES OF INCORPORATION

OF

3F PROPERTIES, INC.

Article I
Name

The name of this Corporation is 3F PROPERTIES, INC.

Article II
Duration

The Corporation shall have perpetual existence.

Article III
Purpose and Principal Place of Business

Purpose. This Corporation is organized for the purposes of transacting any or all lawful business.

Principal Place of Business. The initial street address of the principal place of business of the Corporation is 4600 West Cypress Street, Suite 500, Tampa, Florida 33607.

Article IV
Capital Stock

The amount of capital stock authorized shall consist of 7,500 shares of the common voting stock having a par value of \$1.00 per share, payable in lawful money of the United States of

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America or in property, at a just valuation to be fixed by the Board of Directors of this Corporation. The capital stock of the Corporation may at any time be increased or decreased as provided by the laws of Florida.

Article V
Preemptive Rights

Every shareholder, upon the sale for cash of any new stock of this Corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata shares thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

Article VI
Registered Office and Agent

Section 1. The undersigned incorporators of this Corporation, desiring to organize under the laws of the State of Florida, with its principal place of business located in the City of Tampa, State of Florida, have named AL R. LOPEZ, JR., as their agent to accept service of process within this State.

Section 2. 4600 West Cypress Street, Suite 500, Tampa, Florida 33607, is hereby designated by said incorporators as the Registered Office of the Corporation in the State of Florida, and AL R. LOPEZ, JR., is hereby named as the Registered Agent of the Corporation, whose business office is identical with the said Registered Office.

Article VII
Incorporators

The names and street addresses of the Incorporators are:

Nicholas A. Fanaro
15501 Bruce B. Downs Boulevard, #3807
Tampa, Florida 33647

Carl G. Fanaro, Jr.
14240 N. 42nd Street, #3702
Tampa, Florida 33613

Article VIII
Board of Directors

Section 1. This Corporation initially shall have two directors. The number of directors may be increased or diminished from time to time by action in accordance with the Bylaws of the Corporation.

Section 2. The name and street address of the first members of the Board of Directors who, unless otherwise provided by the Bylaws, shall hold office for the first year of existence of the Corporation or until their successors are elected and qualified are:

Nicholas A. Fanaro
15501 Bruce B. Downs Boulevard, #3807
Tampa, Florida 33647

Carl G. Fanaro, Jr.
14240 N. 42nd Street, #3702
Tampa, Florida 33613

All of the directors of the Corporation shall be at least eighteen (18) years of age.

Article IX
Restriction on Transfer of Stock

Shares of the capital stock of this Corporation shall be issued initially to the following persons and in the amounts set opposite their names:

NICHOLAS A. FANARO	100 shares
CARL G. FANARO, JR.	100 shares

Shares held by the initial Shareholders listed above and all subsequent shareholders may not be resold or otherwise transferred (other than to a revocable trust created by a Shareholder) or encumbered without the consent of the other Shareholders and unless such shares are first offered to the remaining Shareholders or to this Corporation. The price and terms at which, and the time within which, such shares may be offered and sold shall be further specified in, or as directed by, the Bylaws of this Corporation or by written agreement of this Corporation and its Shareholders.

IN WITNESS WHEREOF, the above-named Incorporators have subscribed their names this 24th day of September, 2004.



CARL G. FANARO



NICHOLAS A. FANARO

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

The foregoing Articles of Incorporation were acknowledged before me by CARL G. FANARO, JR., who is personally known to me, or who has produced Florida Driver's License as identification and who did [did not] take an oath, this 24th day of September, 2004.



Jacqueline E. Rhodes
MY COMMISSION # DD000421 EXPIRES
April 30, 2005
BONDED THRU TROY FAIR INSURANCE, INC.

Jacqueline E Rhodes
Printed Name:
NOTARY PUBLIC

State of Florida at Large
Commission No. _____

My Commission Expires: _____

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

The foregoing Articles of Incorporation were acknowledged before me by NICHOLAS A. FANARO, who is personally known to me, or who has produced Florida Driver's License as identification and who did [did not] take an oath, this 24th day of September, 2004.



Jacqueline E. Rhodes
MY COMMISSION # DD000421 EXPIRES
April 30, 2005
BONDED THRU TROY FAIR INSURANCE, INC.

Jacqueline E Rhodes
Printed Name:
NOTARY PUBLIC


State of Florida at Large
Commission No. _____

My Commission Expires: _____

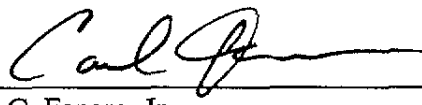
**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED**

In compliance with Section 48.091 and Section 607.0501, Florida Statutes, the following is submitted:

First--that 3F PROPERTIES, INC., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business in the City of Tampa, State of Florida, has named AL R. LOPEZ, JR., located at 4600 West Cypress Street, Suite 500, Tampa, Florida 33607, as its registered agent to accept service of process within Florida.



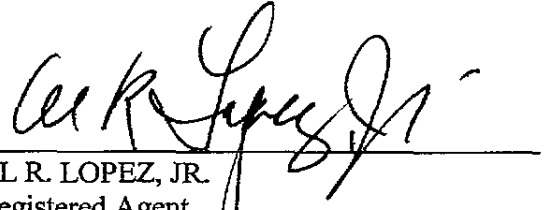
Nicholas A. Fanaro
Incorporator
Title: President
Date: 9/24/, 2004



Carl G. Fanaro, Jr.
Incorporator
Title: Vice President, Secretary, Treasurer
Date: 9-24-, 2004

AL R. LOPEZ, JR., having been named to accept service of process for the above-stated corporation, at the place designated in this certificate, and being familiar with the obligations of Registered Agent, I hereby agree to act in this capacity and accept the obligation of

that position, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of all matters.



AL R. LOPEZ, JR.
Registered Agent
Date: August 5, 2004

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