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FLORIDA PROFIT CORPORATION OR P.A.

a & f landholdings, inc.

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FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

February 2, 2005

EMPIRE

SUBJECT: A & F LANDEOLDINGS, INC.
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Tim Burch
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Division of Corporations - P.O. BOX 6327 -Tallahassee, Florida 32314

This instrument was prepared by:
Ira S. Silver, Esq.
Florida Bar #221351
Silver & Silver
108 S. Miami Avenue, 2nd Floor
Miami, FL 33130

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**ARTICLES OF INCORPORATION
OF
F & A LANDHOLDINGS, INC.**

THE UNDERSIGNED SUBSCRIBER (INCORPORATOR) to these Articles of Incorporation, desiring to organize a corporation for the purposes hereinafter stated, pursuant to the Laws of the State of Florida, hereby certifies as follows:

ARTICLE I - NAME

The name of this corporation is F & A LANDHOLDINGS, INC.

ARTICLE II - DURATION

This corporation is to exist perpetually.

ARTICLE III - PURPOSE

This corporation may engage or transact in 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.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue Five Hundred (500) shares of One (\$1.00) par value common stock.

ARTICLE V - PREEMPTIVE RIGHTS

Every shareholder, upon the sale 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 share thereof (as

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nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the corporation is 9570 SW 107th Avenue, Suite C-204, Miami, Florida 33176. The name of the initial registered agent is Aaron Tuckler, 9570 SW 107th Avenue, Suite C-204, Miami, Florida 33176.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time by the by-laws, but shall never be less than one (1). The name and address of the initial directors of this corporation is:

AARON TUCKLER Director	9570 SW 107 th Avenue Suite C-204 Miami, Florida 33176
FLOR TUCKLER Director	9570 SW 107 th Avenue Suite C-204 Miami, Florida 33176

ARTICLE VIII - INCORPORATORS

The names and addresses of the persons signing these Articles of Incorporation are:

AARON TUCKLER	9570 SW 107 th Avenue Suite C-204 Miami, Florida 33176
FLOR TUCKLER	9570 SW 107 th Avenue Suite C-204 Miami, Florida 33176

ARTICLES IX - POWERS

The power to adopt, alter, amend or repeal by-laws shall be vested in the Board of Directors.

ARTICLE X - INDEMNIFICATION

The corporation shall indemnify any officer or director to the full extent permitted by law.

ARTICLE XII - SHAREHOLDER AGREEMENT

The shareholders of this corporation may at any time from time to time enter into shareholder agreements not inconsistent with the powers of authority conferred by law, but including provisions which by law is required to be permitted to be set forth in the by-laws of the corporation.

ARTICLE XII - AMENDMENT

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

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation, this 1 day of ^{Feb}~~December~~, 2005.

F & A LANDHOLDINGS, INC.

By: 

AARON TUCKLER

STATE OF FLORIDA)

COUNTY OF)

I HEREBY CERTIFY that on this day personally appeared before me, an officer duly authorized to administer oaths and take acknowledgments, AARON TUCKLER, to me well known to be the person who executed the foregoing Article of Incorporation, and acknowledged to me that the same was executed for the purposes herein stated.

SWORN TO AND SUBSCRIBED before me this 1 day of ^{February}~~December~~, 2005.

My Commission Expires:


NOTARY PUBLIC



IRA S. SILVER
MY COMMISSION # DD 174983
EXPIRES: February 8, 2007
Bonded thru Budget Notary Services

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ACKNOWLEDGMENT OF REGISTERED AGENT

Having been named to accept services of process for the above styled corporation, at place designated in the Articles of Incorporation, I hereby accept to act in this capacity, and agree to comply with the provisions of said act relative to keeping open said office.

F & A LANDHOLDINGS, INC.

By: 

AARON TUCKLER

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