

P 07000114872

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP ☐ WAIT ☐ MAIL

(Business Entity Name)

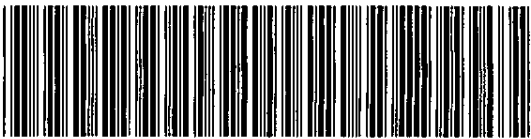
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TALLAHASSEE, FLORIDA

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COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Falco Industries, Inc.

(Name of Corporation)

DOCUMENT NUMBER: P07000114872

The enclosed Officer/Director Resignation for a Corporation and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Ileana R. Dimario

(Name of Person)

Falco Industries, Inc.

(Name of Firm/Company)

475 Montgomery Place

(Address)

Altamonte Springs, FL 32714

(City/State and Zip Code)

For further information concerning this matter, please call:

Ileana R. Dimario

(Name of Person)

at (407) 869-8900

(Area Code & Daytime Telephone Number)

Enclosed is a check for \$35.00 made payable to the Florida Department of State.

Street Address:

Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

Mailing Address:

Amendment Section
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

RESIGNATION OF JAMES PALUTIS AS OFFICER/SECRETARY OF FALCO
INDUSTRIES, INC., a Florida Corporation

I, JAMES PALUTIS, hereby resign as Vice President/Secretary of FALCO
INDUSTRIES, INC., Document Number P07000114872, a corporation organized under
the laws of the State of Florida.



JAMES PALUTIS, Vice President

02 March 2008
Date

FILED
2008 MAR 10 AM 8:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

COMMON STOCK PURCHASE AGREEMENT

This Common Stock Purchase Agreement is entered into as of this 03 day of March 2008 by and between FALCO INDUSTRIES, INC. , a Florida Corporation, 475 Montgomery Place, Altamonte Springs, FL 32702 (hereinafter referred to as "BUYER") and James Palutis, individual residing at 5116 Hawks Hammock Way, Sanford, FL 3271 (hereinafter referred to as "SELLER"), and recites as follows:

WHEREAS, SELLER desires to sell BUYER, and BUYER desires to purchase from the SELLER, shares of the Common Stock of the SELLER, on terms and conditions set forth in this Agreement,

NOW, THEREFORE, in consideration of the promises and mutual covenants set forth herein, and for other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, the parties agree as follows:

1. The recitals set forth above are deemed material to this Agreement and are incorporated herein by reference.

2. AUTHORIZATION AND SALE OF SHARES

2.1. AUTHORIZATION. BUYER is authorized to purchase from SELLER pursuant to this Agreement Four Hundred Ninety shares of the Common Stock of FALCO INDUSTRIES, INC. from SELLER, James Palutis (referred as the "Shares").

2.2. SALE. Subject to the terms and conditions set forth herein, the SELLERS hereby agree to sell to the BUYER, and the BUYER hereby agrees to purchase from the SELLER, said Shares at the purchase price of One Cent (\$0.01) per Share. As additional consideration for said sale of the Shares, BUYER agrees to indemnify and hold harmless SELLER jointly and severally from any and all past or future liabilities associated with FALCO INDUSTRIES, INC.

3. SALE, PURCHASE AND DELIVERY SHARES.

3.1. SALE AND PURCHASE OF THE SHARES. The sale and purchase of the Shares shall occur concurrently with the execution of this Agreement.

3.2. DELIVERY OF THE SHARES. Subject to the terms and conditions hereof and of the Subscription Agreement, the SELLER will deliver to the BUYER, concurrent with the execution of this Agreement, Certificates, in such denominations and registered in such name as the BUYER may designate by notice to the SELLER, representing the Shares to be purchased by the BUYER from the SELLER, dated as of the date of this Agreement.

IN WITNESS WHEREOF, the parties have executed this Agreement as of the first
above written.

"SELLER"

By: 

JAMES PALUTIS

Date: 03 March 2008

"BUYER"

FALCO INDUSTRIES, INC.

By: 

ILEANA DIMARIO, President

Date: 03/03/08