

LAW OFFICES
RICHARD I. GILBERT

7035 HERRACARA WAY
SUITE 200
BOCA RATON, FL 33433
(407) 395-8331
FAX: (407) 382-8329

PLEASE REPLY TO
BOCA RATON
OFFICE

100 W. CYPRUS CREEK RD.
SUITE 200
TRADE CENTRE SOUTH
FT. LAUDERDALE, FL 33309

P95000021383
March 1, 1995

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

SECRETARY OF STATE
-03/15/95--01106--009
*****70.00 *****70.00

EFFECTIVE DATE
03-10-95

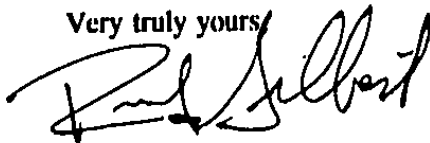
Re: **FEDERAL AMERICAN RESOURCES, INC.**

Dear Sir:

Enclosed please find the original and two copies of the Articles of Incorporation for **FEDERAL AMERICAN RESOURCES, INC.** along with a check for \$70.00 for filing. Please return a time-stamped copy of the Articles to me in the self addressed, postage paid envelope I have provided for your convenience.

Thank you for your time and cooperation in this matter. Please do not hesitate to contact me should you have any questions.

Very truly yours/


Richard I. Gilbert

Enclosure(s)
RIG/dw

H. SIMS MAR 16 1995

FILED
MAR 15 1995
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
FEDERAL AMERICAN RESOURCES, INC.**

FILED
MAR 15 1995
STATE OF FLORIDA
DEPARTMENT OF REVENUE

The undersigned, being of legal age, does hereby form a corporation under the laws of the State of Florida, authorizing the formation of corporations.

ARTICLE I NAME

The name of this corporation shall be **FEDERAL AMERICAN RESOURCES, INC..**

ARTICLE II GENERAL NATURE OF BUSINESS

The purpose for which the Corporation is organized is to engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE III CAPITAL STOCK

The capital stock of this Corporation shall be One Thousand (1,000) shares at one dollar (\$1.00) par value.

ARTICLE IV CORPORATE EXISTENCE

Corporate existence shall begin at the time of subscription and acknowledgment of these Articles, except that in the event these Articles are not filed with the Department of State within five (5) days, exclusive of legal holidays, after subscription and acknowledgment hereof, corporate existence shall begin when these Articles are filed with the Department of State. This Corporation shall exist perpetually, unless sooner dissolved according to law.

ARTICLE V REGISTERED OFFICE AND AGENT

The street address of the office of the initial registered agent of the Corporation is:

**11631 Orange Blossom Lane
Boca Raton, Florida 33428**

EFFECTIVE DATE
03-10-95

and the name of the registered agent of this Corporation at said address is:

MORTON SHAPIRO

ARTICLE VI PRINCIPAL PLACE OF BUSINESS

The principal place of business of said Corporation shall be at:

**The Hoyte Center
760 Highway US 1 #206
North Palm Beach, FL 33408**

The Corporation shall have the privilege of having branch offices at other places within or without the State of Florida.

ARTICLE VII SUBSCRIBERS

The name and street address of each person signing these Articles of Incorporation as a subscriber, and the number of shares of stock subscribed are:

<u>NAME</u>	<u>ADDRESS</u>	<u>SHARES</u>
MORTON SHAPIRO	11631 Orange Blossom Way Boca Raton, FL 33428	500

The stockholders agree to pay not less than par value for each share of stock.

The proceeds of the stock subscribed for will be at least as much as the amount necessary to begin business.

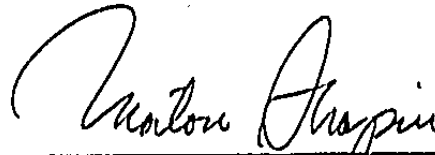
ARTICLE VIII AMENDMENT

This corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, in the manner now or hereafter prescribed by statute.

The Directors of this Corporation shall have the power to make or amend the By-Laws and to fix any amount to be reserved for working capital.

The private property of the stockholders shall not be subject to the payment of the corporate debts to any extent whatever. The Corporation shall have a first lien on the shares of its members and upon the dividends due to them for any indebtedness of such members of the Corporation.

IN WITNESS WHEREOF, the undersigned for the purpose of forming a corporation to do business within and without the State of Florida, does make and file this Certificate, hereby declaring and certifying that the facts herein stated are true and correct, and hereunto sets his hand this 10 day of March, 1995.



MORTON SHAPIRO, President

STATE OF FLORIDA }
COUNTY OF PALM BEACH }

I hereby certify that on this day, before me, a Notary Public, duly authorized in the State and County named above to take acknowledgments, personally appeared **MORTON SHAPIRO** party to the foregoing Articles of Incorporation, known to me personally to be such, or has provided me _____ as identification, and I have first made known to him the contents of said Articles, he did acknowledge that he signed, sealed and delivered the same as his voluntary act and deed, and deposed that the facts therein stated were truly set forth.

WITNESS my hand and official seal this 10 day of March, 1995.



NOTARY PUBLIC

RICHARD GILBERT

Printed Name

My Commission Expires:



**CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS
WITHIN THE STATE AND NAMING AGENT UPON
WHOM PROCESS BE SERVED**

In compliance with the requirements of Chapter 48.091, Florida Statutes, it
is submitted:

That, **FEDERAL AMERICAN RESOURCES, INC.**

organized and existing under the laws of the State of Florida, with its initial registered office,
as indicated in the foregoing Articles of Incorporation, in the City of Boca Raton, County of
Palm Beach, State of Florida, has named **MORTON SHAPIRO**, of 11631 Orange Blossom
Way, Boca Raton, Florida 33428 as its agent to accept service of process within this State.

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for the above-styled corporation at the
place designated in this certificate, I, the undersigned, hereby am familiar with and accept the
duties and responsibilities as registered agent for said corporation, and I further agree to act in
said capacity and to comply with the provisions of Section 48.091 of the Florida Statutes.

Dated: 3/10/95


MORTON SHAPIRO