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ATTORNEYS AT LAW

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215 SOUTH MONROE STREET
SUITE 804
TALLAHASSEE, FLORIDA 32301
TELEPHONE (904) 561-3010
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REPLY TO:
Fort Lauderdale

December 20, 1995

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

800001671978
-12/27/95--01059--005
****122.50 ****122.50

Re: FALCOR CORP.

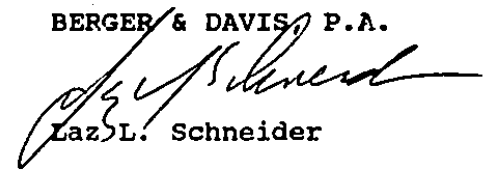
Gentlemen:

Enclosed herewith are:

1. One executed original and a xerox copy of Articles of Incorporation of Falcor Corp.
2. Our check in the amount of \$122.50 in payment of the following:
 - (a) filing fee in the amount of \$35.00;
 - (b) certified copy in the amount of \$52.50; and
 - (c) registered agent fee in the amount of \$35.00.

If you have any questions, please telephone.

Very truly yours,
BERGER & DAVIS, P.A.


Laz L. Schneider

LLS:mw

Enclosure

SHARON E. TALA JAN - 4 1996

FILED
95 DEC 27 11 08 AM
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
FALCOR CORP.

FILED
95 DEC 27 11 01 AM
SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned incorporator does hereby make, subscribe, file and acknowledge these Articles of Incorporation for the purpose of organizing a corporation under the Florida General Corporation Act.

ARTICLE I

NAME OF CORPORATION

The name of this Corporation shall be:
FALCOR CORP.

ARTICLE II

GENERAL NATURE OF BUSINESS

The general purpose for which this Corporation is organized shall be to engage in any lawful activity or to transact any lawful business for which a corporation may be incorporated under the Florida General Corporation Act.

ARTICLE III

AUTHORIZED SHARES

The total authorized capital stock of this Corporation shall consist of 100,000 shares of Common Stock, par value \$.001 per share.

ARTICLE IV

CAPITAL TO BEGIN BUSINESS

The amount of capital with which this Corporation will begin business shall be determined by the initial Board of Directors.

ARTICLE V

ADDRESS OF PRINCIPAL OFFICE

Address of the principal office of this Corporation is 1900 North Atlantic Boulevard, Villa 3, Fort Lauderdale, Florida 33305.

ARTICLE VI

TERM OF EXISTENCE

This Corporation shall exist perpetually.

ARTICLE VII

ADDRESS OF REGISTERED OFFICE IN THIS STATE

The street address of the initial registered office of this Corporation in the State of Florida is 100 Northeast Third Avenue, Suite 400, Fort Lauderdale, Florida 33301, and the initial registered agent of this Corporation at that address shall be Laz L. Schneider.

ARTICLE VIII

NUMBER OF DIRECTORS

This Corporation shall have not less than one (1) Director.

FILED
95 DEC 27 11 21 AM
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLE IX

INITIAL BOARD OF DIRECTORS

The names and street addresses of the initial members of the Board of Directors are:

Michael J. Gribetz 1900 N. Atlantic Boulevard
Villa 3
Ft. Lauderdale, FL 33305

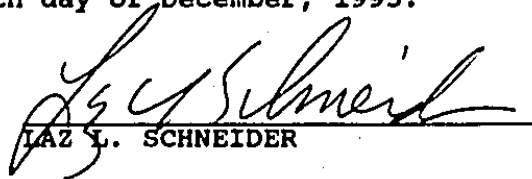
ARTICLE X

INCORPORATOR

The name and street address of the person signing these Articles of Incorporation is:

Laz L. Schneider 100 N. E. 3 Avenue, Suite 400
Ft. Lauderdale, FL 33301

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 20th day of December, 1995.


LAZ L. SCHNEIDER

THE UNDERSIGNED, named as the registered agent in Article VII of these Articles of Incorporation hereby consents to act as such registered agent.


LAZ L. SCHNEIDER

STATE OF FLORIDA)
) SS:
COUNTY OF BROWARD)

The foregoing instrument was acknowledged before me this 20th day of December, 1995 by Laz L. Schneider, who is personally known to me.

NOTARY PUBLIC

Sign: Maia Walter

Print: Maia Walter

My Commission Expires:

(SEAL)



PLEASE READ ALL INSTRUCTIONS BEFORE COMPLETING THIS FORM.

APPLICATION FOR REINSTATEMENT



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State
DIVISION OF CORPORATIONS

FILED

96 DEC 18 AM 9:44

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DOCUMENT # P96000000914

1. Corporation Name
FALCOR CORP.

Principal Place of Business Mailing Address
1800 NORTH ATLANTIC BLVD., VILLA 3 FT. LAUDERDALE FL 33305
1800 NORTH ATLANTIC BLVD., VILLA 3 FT. LAUDERDALE FL 33305

If above addresses are incorrect in any way, line through incorrect information and enter correction below.

2. New Principal Office Address, if Applicable 3. New Mailing Office Address, if Applicable

Build, Apt. #, etc. Suite, Apt. #, etc.
City & State City & State
Zip Country Zip Country

REINSTATEMENT 96
To Do Business in Florida 12/27/1995

5. FE Number Applied For
APPLYING FOR Not Applicable
6. CERTIFICATE OF STATUS DESIRED

7. Name and Street Address of Each Officer and/or Director (Florida nonprofit corporations must list at least 3 directors)

| 1 Title(s) | 2 Name of Officers and/or Directors | 3 Street Address of Each Officer and/or Director (Do NOT Use Post Office Box Numbers) | 4 City / State / Zip |
|------------|-------------------------------------|---|-------------------------|
| D | GRIBETZ, MICHAEL J | 1800 NORTH ATLANTIC BLVD., VILLA | FT. LAUDERDALE FL 33305 |
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-12/24/96--01103--018
****375.00 ****375.00

JB12-19-96

8. Name and Address of Current Registered Agent

SCHNEIDER, LAZ L
100 NORTHEAST THIRD AVE., STE. 400
FT. LAUDERDALE FL 33301

9. Name and Address of New Registered Agent

Name
Street Address (P.O. Box Number is Not Acceptable)
Suite, Apt. #, Etc.
City State Zip Code
FL

10. I, being appointed the registered agent of the above named corporation, am familiar with and accept the obligations of Section 607.0505, F.S.

Signature of Registered Agent *[Signature]*
REGISTERED AGENT MUST SIGN

Date 12/16/96

11. Does this corporation pay any intangible tax to the Dept. of Revenue under S. 199.032, Florida Statutes. Yes No

(See other side for information on intangible tax.)

12. I certify that I am an officer or director or the receiver or trustee empowered to execute this application as provided for in chapter 607 or 617, F.S. I further certify that when filing this reinstatement application, the reason for dissolution has been eliminated, the corporate name satisfies the requirements of section 607.0401 or 617.0401, F.S., that all fees owed by the corporation have been paid and the names of individuals listed on this form do not qualify for an exemption under section 119.07(3)(i), F.S. The information indicated on this application is true and accurate, and my signature shall have the same legal effect as if made under oath.

SIGNATURE: *[Signature]*
SIGNATURE AND PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

10/14/96 (954)
566-9882
Date Daytime Phone #

CP2524a (7/96)