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MICHAEL EDWARDS
SHARON A. EVANS PARALEGAL

FILED
96 JUN 19 1996
STREET ADDRESS
1515 E. PORT ST. LOUIS BOULEVARD
PORT ST. LOUIS, FLORIDA 34006
FAX (407) 337-3103

January 15, 1996

Florida Division of Corporations
Bureau of Corporate Records
P.O. Box 6327
Tallahassee, Florida 32314

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-01/19/96--01039--012
*****70.00 *****70.00

Re: Farabee International Sales and Service Co., Inc.
Our File No. 95-004

Dear Sir or Madam:

Enclosed for filing is the original and one (1) copy of the Articles of Incorporation for the above corporation. Also, enclosed is this law firm's check in the amount of \$70.00 representing the following:

Filing fee in the amount of: \$35.00
Registered Agent Designation in the amt of: 35.00

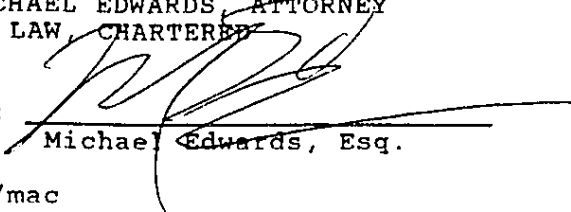
Total: \$70.00

Please file the Articles of Incorporation and return the copy to me with the filing date affixed thereon on the self-addressed, stamped envelope provided for your convenience.

Thank you for your assistance in this matter. Should you have any questions or need additional information on this matter, please contact the undersigned or Sharon.

Very truly yours,

MICHAEL EDWARDS, ATTORNEY
AT LAW, CHARTERED

By: 
Michael Edwards, Esq.

ME/mac
Encs.

1-24-96
\$2

ARTICLES OF INCORPORATION
OF

FARABEE INTERNATIONAL SALES AND SERVICE CO., INC.

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The undersigned, desiring to form a corporation for the purpose hereinafter stated under and pursuant to the laws of the State of Florida, do hereby declare as follows:

ARTICLE I

NAME

The name of the corporation shall be FARABEE INTERNATIONAL SALES AND SERVICE CO., INC.

ARTICLE II

BUSINESS AND PURPOSE

The nature of the business which may be transacted by the corporation is as follows:

This corporation may engage in any activity or business permitted under the laws of the State of Florida, and shall enjoy all the rights and privileges of a corporation granted by the laws of the State of Florida.

ARTICLE III

STOCK

The maximum number of shares of stock which this corporation is authorized to have outstanding at any time shall be 1000 shares of common stock having a par value of \$10.00 per share.

ARTICLE IV

TERM OF EXISTENCE

This corporation shall have a perpetual existence unless sooner dissolved according to law.

ARTICLE V

PRINCIPAL OFFICE

The principal office or place of business of the corporation shall be located at 4838 South U.S. Highway One, Ft. Pierce, Florida 34982, with the privilege of having its offices and branch offices at such other places within or without the State of Florida.

ARTICLE VI

REGISTERED OFFICE AND REGISTERED AGENT

The Registered Agent of this corporation shall be Dale Farabee, a resident of Florida, and the Registered Office of the corporation shall be 4838 South U.S. Highway One, Ft. Pierce, Florida 34982.

ARTICLE VII

BOARD OF DIRECTORS

The affairs of this corporation shall be conducted by a board of not less than one and not more than seven directors.

ARTICLE VIII

INITIAL DIRECTORS

The names and street addresses of the first Board of Directors, who, subject to the provisions of these Articles of Incorporation, shall hold office for the first year of the corporation's existence or until their successors are elected and shall have qualified, are the following:

NAME

ADDRESS

Dale Farabee

4838 South U.S. Highway One
Ft. Pierce, Florida 34982

ARTICLE IX
INITIAL OFFICERS

The names, offices, and street addresses of the first officers of this corporation, who, subject to the provisions of these Articles of Incorporation, shall hold office for the first year of the corporation's existence or until their successors are elected and shall have qualified, are the following:


<u>NAME</u>	<u>OFFICE</u>	<u>ADDRESS</u>
DALE FARABEE	President/Vice President/ Secretary/Treasurer	4838 South U.S. Highway One Ft. Pierce, Florida

ARTICLE XI
INCORPORATOR

The names and addresses of the persons signing these Articles of Incorporation are Dale Farabee, 4838 South U.S. Highway One, Ft. Pierce, Florida 34982.

ARTICLE XII
BEGINNING OF CORPORATE EXISTENCE

The corporate existence of this corporation shall commence at 8:00 a.m. on the day of filing of these Articles of Incorporation.

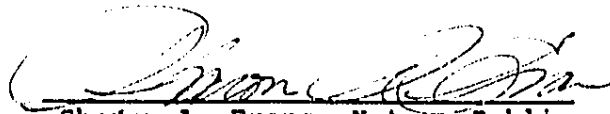


DALE FARABEE

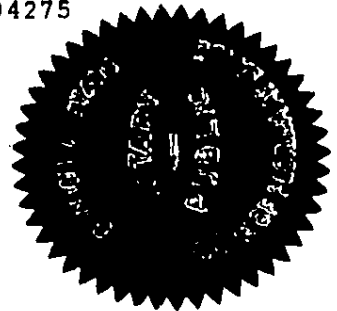
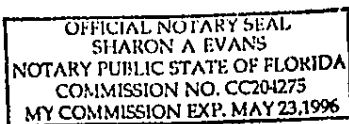
STATE OF FLORIDA]
] SS:
COUNTY OF ST. LUCIE]

ON THIS DAY, before me, an officer duly authorized to administer oaths and take acknowledgments in the County and State aforesaid, personally appeared DALE FARABEE, personally known to me and to me well known to be the incorporator of FARABEE INTERNATIONAL SALES AND SERVICE CO., INC., who acknowledged that he executed the same as such incorporator for the purposes therein expressed.

WITNESS my hand and official seal at Port St. Lucie, County of St. Lucie, State of Florida, on this 15 day of January, 1996.


Sharon A. Evans, Notary Public
State Of Florida, At Large
Commission Number: CC-204275

My Commission Expires:



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CERTIFICATE DESIGNATING PLACE OF BUSINESS OF DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

In pursuance of Chapter 48.081, Florida Statutes, the following is submitted in compliance with said Act:

1. FARABEE INTERNATIONAL SALES AND SERVICE CO., INC., arising to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation at the City of Ft. Pierce, State of Florida, has named Dale Farabee, located at 4838 South U.S. Highway One, Ft. Pierce, Florida 34982, as its agent to accept service of process within this State.

2. Having been named to accept service of process for the above-stated corporation, at the place designated in this Certificate, I hereby accept to act in this capacity and agree to comply with the provisions of said Act relative to keeping open said office.

Dale Farabee
Dale Farabee