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ATTORNEY AT LAW

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P96000025345

March 12, 1996

Secretary of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, Florida 32301

Re: Faithfull Enterprises, Inc.

900001745103  
-03/15/96--01092--003  
\*\*\*\*122.50 \*\*\*\*122.50

Dear Sir:

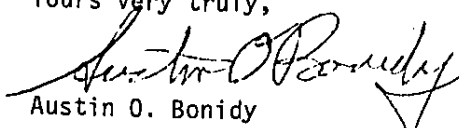
I am enclosing herewith an original and one copy of Certificate of Incorporation of Faithfull Enterprises, Inc., a Florida Corporation.

Will you be so kind as to file them for me in the usual way. I am enclosing herewith my check in the amount of \$122.50 to pay for the following:

Filing Fee	35.00
Certified copy of Certificate	52.50
Resident Agent Certificate	35.00
Total	122.50

Your cooperation in this matter will be greatly appreciated.

Yours very truly,

  
Austin O. Bonidy

AOB/ik  
Enclosures (as set forth)

Dmc  
3/21/96

FILED  
96 MAR 15 PM 3:27  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

CERTIFICATE OF INCORPORATION  
OF  
FAITHFULL ENTERPRISES, INC.

FILED  
96 MAR 15 PM 3:27  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

WE, the undersigned, hereby associate for the purpose of forming a corporation under the Laws of the State of Florida, by and under the provisions of the Statutes of the State of Florida, providing for the formation, liabilities, rights, privileges and immunities of a corporation for profit.

ARTICLE I  
NAME OF CORPORATION

The name of the corporation shall be FAITHFULL ENTERPRISES, INC.

ARTICLE II  
GENERAL NATURE OF BUSINESS

A. To invest in, undertake, carry on, aid, assist and/or participate in the organization, liquidation or reorganization of financial, commercial, mercantile, manufacturing, industrial or other business concerns firms, associations and corporations.

B. (a) To transact a general real estate agency and brokerage business, including the management of estates; to act as agent, broker or attorney in fact for any persons or corporations in buying, selling and dealing in real property and any and every estate and interest therein, and choses in action secured thereby, judgments resulting therefrom, and other personal property, collateral thereto, in making or obtaining loans upon such property, in supervising, managing and protecting such property and loans and all interests in and claims affecting the same, in effecting insurance against fire and all other risks thereon, and in managing and conducting any legal actions, proceedings and business relating to any of the purposes herein mentioned or referred to.

(b) To register mortgages and deeds of trust of real property or chattels real and all other securities, collateral thereto; to investigate and report upon the credit and financial solvency and sufficiency of borrowers and sureties upon such securities; to purchase and hold real property and any and every estate and interest therein, and choses in action secured thereby, judgments resulting therefrom, and other personal property, collateral thereto; to improve, manage, operate, sell, mortgage, lease and otherwise dispose of any property so acquired; to loan upon such property, and to take mortgages and assignments of mortgages of the same; and to transact all or any other business which may be necessary or incidental or proper to the exercise of any or all of the aforesaid purposes of the corporation.

C. To grant to other persons, firms, or corporations, the rights, privileges, concessions, or franchises to carry on any kind of business or enterprise of the corporation on such terms as the corporation may deem expedient and proper.

D. To become party to any lawful agreement with any person, firm or company; to do all and everything necessary, suitable, convenient or proper for the accomplishment of any of the purposes or the attainment of any, or all of the objects herein enumerated, or incidental to the powers herein named, which shall at any time appear conducive and expedient for the protection or benefit of the corporation either as holders of or interest in any property or otherwise, with all powers now or hereafter conferred by the laws of the State of Florida upon corporations.

The business of the corporation is from time to time to do any one or more or all of the acts and things set out above, and it shall have the right to conduct its business in all its branches in or outside the State of Florida, or in any other State, Territory, or dependency of the United States, or in foreign countries, it being the intention that each of the objects, purposes and powers specified in all of the provisions of the statement of purposes shall be regarded as independent objects, purposes and powers, and to be in no manner not to any extent limited or restricted by inference or reference by or from the terms of any clause of this statement, or any other paragraph of this charter or certificate.

ARTICLE III  
CAPITAL STOCK

The authorized capital stock of this corporation shall be Fifty (50) shares of common stock at no par value. The common stock shall be payable in cash, property or services at a just valuation to be fixed by the Board of Directors at a regular or a special meeting called for that purpose. Property, labor or services may be purchased and paid for with the common stock of the corporation at a just value to be fixed by the Board of Directors.

ARTICLE IV  
AMOUNT OF CAPITAL STOCK TO BEGIN BUSINESS

The amount of capital with which the corporation may commence business and operate shall be a minimum of FIVE HUNDRED and 00/100 (\$500.00) DOLLARS.

ARTICLE V  
PRINCIPAL OFFICE

The principal office of the corporation shall be located at 319 Walnut Street, Hollywood, Florida 33019, with the privilege of operating any branch

office any place in the State, Territory or foreign country as the corporation deems advisable.

ARTICLE VI  
CORPORATE EXISTENCE

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

ARTICLE VII  
NUMBER OF DIRECTORS

The number of Directors shall be not less than one (1) nor more than five (5), but the Bylaws may provide for such increases or decreases in number thereof as is authorized.

ARTICLE VIII  
DIRECTORS

The names and post office address of the first Board of Directors of this Corporation are:

DAVID POLL  
319 Walnut street  
Hollywood, Florida 33019

President and Director

CLAIRE A. FAITHFULL  
319 Walnut Street  
Hollywood, Florida 33019

Secretary/Treasurer and Director

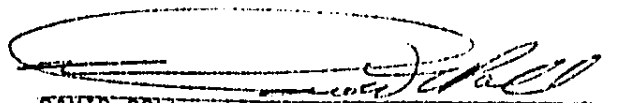
ARTICLE IX  
NAMES AND ADDRESSES OF SUBSCRIBERS


DAVID POLL	319 Walnut Street Hollywood, Florida 33019	25 Shares
CLAIRE A. FAITHFULL	319 Walnut Street Hollywood, Florida 33019	25 Shares

ARTICLE X  
REGISTERED AGENT

CLAIRE A. FAITHFULL is hereby named as the original initial Registered Agent of this corporation upon whom service of process may be had in accordance with the laws of the State of Florida, and the street address of the initial registered office of said agent is 319 Walnut Street, Hollywood, Florida 33019.

DATED this 29 day of February, 1996, at Fort Lauderdale, Broward County, Florida.

  
DAVID POLL  
Subscriber and President

  
CLAIRE A. FAITHFULL, Subscriber, Secretary/  
Treasurer and Registered Agent

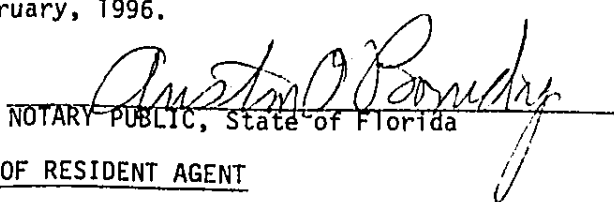
STATE OF FLORIDA    }  
COUNTY OF BROWARD } ss

I HEREBY CERTIFY that on this day personally appeared before me, an officer duly authorized to take acknowledgments, CLAIRE A. FAITHFULL, to me known to be the person described in and who executed the foregoing Certificate of Incorporation, and she acknowledged before me that she executed same.

WITNESS my hand and official seal at the County of Broward and State of Florida, this 29 day of February, 1996.



Austin O. Bonidy  
MY COMMISSION # CC504184 EXPIRES  
February 14, 2000  
BONDED THRU TROY FARM INSURANCE, INC.

  
NOTARY PUBLIC, State of Florida

CERTIFICATE OF RESIDENT AGENT

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said act:

THAT FAITHFULL ENTERPRISES, INC., a Corporation desiring to organize under the laws of the State of Florida, has named CLAIRE A. FAITHFULL as its

initial Resident Agent and Registered Agent, and the initial street address of the initial registered office of said initial Resident and Registered Agent is 319 Walnut Street, Hollywood, Florida 33019.

**ACKNOWLEDGMENT:**

Having been named to accept service of process for the above-styled corporation at 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.

  
CLAIRE A. FAITHFULL

FILED  
96 MAR 15 PM 3:27  
SECOND JUDICIAL CIRCUIT  
TALLAHASSEE, FLORIDA