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May 2, 1996

Regarding: Incorporation of FICA Enterprise Inc.

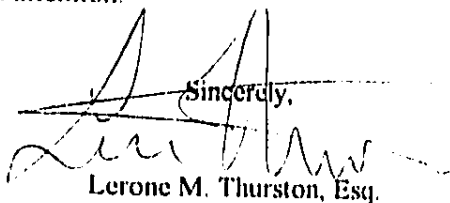
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Dear Sir or Madam,

Enclosed is the Articles of Incorporation, a Designation of Registered Agent, and a check in the amount of \$122.50 for FICA Enterprise Inc.

Please return to my law office the certificate of incorporation for this company.

Thank you for your time and attention.

Sincerely,

Lerone M. Thurston, Esq.

5/14/96
TD

**Articles of Incorporation
of
FICA Enterprise Inc.**

Pursuant to Chapter 607 of the Florida Business Corporation Act, the undersigned incorporator submits these Articles of Incorporation for the purpose of forming a for-profit corporation:

Article I

The name of the corporation is: **FICA Enterprise Inc.**

Article II

The principal place of business for this corporation shall be: **461 NE 146 Terrace
North Miami, Florida 33161**

Article III

The corporation is authorized to issue one class of stock, that being 1000 (one thousand) shares of no par value, common stock, with identical rights and privileges, the transfer of which is restricted according to bylaws of the corporation.

Article IV

The name and address of this company's initial registered agent is:
**Patrick Ferguson
461 NE 146 Terrace, North Miami, Florida 33161**

Article V

The name and address of the incorporator of this corporation is :
**Patrick Ferguson
461 NE 146 Terrace, North Miami, Florida 33161**

Article VI

No director shall be held liable to the corporation or its shareholders for monetary damages due to a breach of fiduciary duty, unless the breach is a result of self-dealing, intentional misconduct, or illegal actions.

Article VII

The corporation may conduct all business conducted by law.

IN WITNESS WHEREOF, the undersigned incorporators have executed these Articles of Incorporation on the date below. The undersigned incorporator hereby declares, under penalty of perjury, that the statements made in the forgoing Articles of Incorporation are true, and that the incorporator is at least 18 years of age. Dated this the 3rd day of May, 1996.


Patrick Ferguson
Incorporator

**Certificate of Designation
of Registered Office and Registered Agent
of
FICA Enterprise Inc.**

Persuant to section 607.0501 of the Florida Business Corporation Act, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office and registered agent, in the State of Florida.

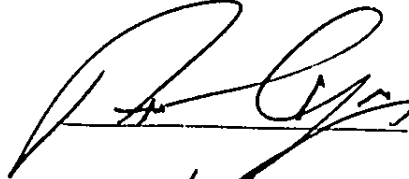
1. The name and address of the corporation's registered agent and registered office is:

Name: Patrick Ferguson
Street Address: 461 NE 146 Terrace
North Miami, Florida 33161

2. The name of the corporation is: FICA Enterprise Inc.

Having been named as the registered agent and to accept service of process for the above stated corporation at the place of designation in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as a registered agent.

Signature of Registered Agent:



Date of Signature:

5/3/96