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(((H96000007302))) DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.  
NAME: F & M NEW CONCEPTS INVESTMENTS CORPORATION  
FAX AUDIT NUMBER: H96000007302 CURRENT STATUS: REQUESTED  
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**ARTICLES OF INCORPORATION OF**

**F & M NEW CONCEPTS INVESTMENTS CORPORATION**  
8480 S.W. 94 St.  
Miami, FL 33156

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96 MAY 23 AM 8:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE I- NAME:**

The name of this corporation is:

**F & M NEW CONCEPTS INVESTMENTS CORPORATION**

**ARTICLE II-DURATION:**

This corporation shall have perpetual existence, unless sooner dissolved in accordance with the laws of the State of Florida.

**ARTICLE III-PURPOSE:**

This corporation is organized for the purpose of transacting any and all business permitted under the laws of the United States and of the State of Florida.

**ARTICLE IV-CAPITAL STOCK:**

This corporation is authorized to issue sixty (60) shares of NO PAR VALUE common stock, which shall be designated "Common Stock".

**Prepared by: ELENA DIAZ DE VILLEGAS, Attorney at Law**  
**782 NW Le Jeune Rd., # 550**  
**Miami, Florida 33126**  
**Florida Bar No: 347493**  
**305-442-1439**

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**ARTICLE V-PREEMPTIVE RIGHTS:**

Every shareholders, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

**ARTICLE VI-INITIAL REGISTERED OFFICE AND AGENT:**

The street address of the principal office of this corporation is:

782 N.W. LeJaune Road, Suite 550, Miami, Florida 33126

The name of the initial registered agent of this corporation is:

ELENA DIAZ DE VILLEGAS

**ARTICLE VII-INITIAL BOARD OF DIRECTORS:**

This corporation shall have One director(s), initially. The number of directors may be either increased or diminished from time to time by the bylaws but shall never be less than one (1). The name(s) and address(es) of the initial director(s) of this corporation is (are):

DIANA GIANNINA MINERVINE

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**ARTICLE VIII-INDEMNIFICATION:**

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

**ARTICLE IX-INCORPORATORS:**

The name and address of the person(s) signing these articles of incorporation is (are):

DIANA GIANNINA MINERVINE

IN WITNESS WHEREOF, the undersigned subscriber(s)  
has (have) executed these Articles of Incorporation this 7th day of  
May, 1996.

  
DIANA GIANNINA MINERVINE

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STATE OF FLORIDA )  
COUNTY OF DADE )

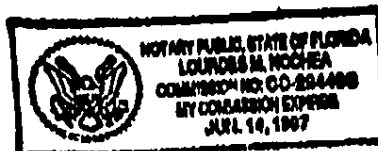
BEFORE ME, the undersigned authority, personally appeared  
DIANA GIANNINA MINERVINE

known to me and known by me to be the person (s) who executed the foregoing  
Articles of Incorporation, and acknowledged before me that he executed the  
same for the purposes therein expressed.

The foregoing instrument was acknowledged before me on this 7th  
day of May, 1995, by \_\_\_\_\_ who  
is ( are ) personally known to me or who have produced a driver's license,  
as identification and who did take an oath.

  
NOTARY PUBLIC - STATE OF FLORIDA

seal:



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CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR  
THE SERVICE OF PROCESS WITHIN THE STATE OF FLORIDA, NAMING  
AGENT UPON WHOM SERVICE OF PROCESS MAY BE EFFECTIVE

IN COMPLIANCE with Section 607.034 of the Florida Statutes, the following  
is submitted:

desiring to organize or qualify under the laws of the State of Florida, with its  
principal place of business in the City of Miami, County of Dade, State of  
Florida, has named:

ELENA DIAZ DE VILLEGAS

as its agent to accept service of process within the  
Florida, with the registered address as:

782 N.W. LeJaune Road, Suite 550,  
Miami, Florida 33126

\*\*\*\*\*  
**ACKNOWLEDGMENTS**

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE  
ABOVE MENTIONED CORPORATION, AT THE PLACE DESIGNATED IN  
THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY,  
AND FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL  
STATUTES RELATIVE TO THE PROPER AND COMPLETE  
PERFORMANCE OF MY DUTIES.

DATED: THE 7th DAY OF MAY, 1996

  
REGISTERED AGENT

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