

(SAMPLE LETTER OF TRANSMITTAL)

P96000061534

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

Re: FADUL AND FAURA Inc.
(name of corporation)

600001900786
-07/22/96--01080--011
***122.50 ***122.50

Gentlemen:

Enclosed please find the original and one copy of the Articles of Incorporation, together with my check in the amount of \$122.50.

This represents the cost of the Filing Fees, Certified Copy of Articles of Incorporation and Fee for Registered Agent Designation for the above named corporation.

Very truly yours,

[Signature]
(individual's name)

JUL 23 1996. BSB

FADUL AND FAURA INC.
(name of corporation)

FILED
96 JUL 22 PM 2:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

MAILING ADDRESS OF CORPORATION		
100 W. 63 ST APT A2		
MARATHON, FL. 33050		
PHONE		
(305)	7435993	
Area Code	Number	Ext.

ARTICLES OF INCORPORATION

FADUL AND FAURA INC.
(name of corporation)

FILED

96 JUL 22 PM 2:09

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscriber(s) to these Articles of Incorporation, natural person(s) competent to contract, hereby contract, hereby corporation under the laws of the State of Florida.

ARTICLE I - CORPORATE NAME

The name of the corporation is:

FADUL AND FAURA INC.

ARTICLE II - DURATION

This corporation shall exist perpetually unless dissolved according to Florida law.

ARTICLE III - PURPOSE

The corporation is organized for the purpose of engaging in any activities or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV - CAPITAL STOCK

The corporation is authorized to issue FIVE HUNDRED shares (500) of U.S.-A. Dollar(s) (\$ 1.00) par value Common Stock, which shall be designated "Common Shares."

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The principal office, if known, or the mailing address of the corporation is:

NAME	<u>FADUL AND FAURA INC.</u>		
ADDRESS	<u>15690 SW 82ND CIRCLE LANE # 93</u>		
CITY	<u>MIAMI</u>	FLORIDA	ZIP <u>33193</u>

The name and street address of the Initial Registered Agent of this Corporation is:

NAME	<u>JOHN F. NORWOOD</u>		
ADDRESS	<u>100 W. 63 ST. APT A-2</u>		
CITY	<u>MARATHON</u>	FLORIDA	ZIP <u>33050</u>

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have Two (2) directors initially. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one (1). The names and addresses of the initial director(s) of the corporation are as follows:

NAME	<u>JOSE A. FADUL - PRESIDENT</u>		
ADDRESS	<u>15690 SW 82ND CIRCLE LANE # 93</u>		
CITY	<u>MIAMI</u>	STATE <u>FLORIDA</u>	ZIP <u>33193</u>
NAME			
ADDRESS			
CITY		STATE	ZIP
NAME	<u>JOHN F. NORWOOD VICE PRESIDENT</u>		
ADDRESS	<u>100 W. 63 ST. APT A-2</u>		
CITY	<u>MARATHON</u>	STATE <u>FLORIDA</u>	ZIP <u>33050</u>

ARTICLE VII - INCORPORATORS


The names and addresses of the incorporators signing these Articles of Incorporation are as follows:

NAME	JOSE A. FADUL - PRESIDENT		
ADDRESS	15690 SW 82ND CIRCLE LANE #93		
CITY	MIAMI	STATE	FLORIDA ZIP 33193
NAME			
ADDRESS			
CITY		STATE	ZIP
NAME	JOHN F. NORWOOD - VICE PRESIDENT		
ADDRESS	100 W. 63 ST APT A-2		
CITY	MARATHON	STATE	FLORIDA ZIP 33050

IN WITNESS WHEREOF, the undersigned subscriber(s) have executed these Articles of Incorporation this _____ day of _____, 19____.

(Seal)

(Seal)


(Seal)

CERTIFICATE AND ACKNOWLEDGEMENT
OF REGISTERED AGENT

CERTIFICATE OF REGISTERED AGENT
OF

FILED
96 JUL 22 PM 2:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FADUL AND FAURA INC.

(name of corporation)

Pursuant to Florida Statutes Sections 48.091 and 607.0501, the following is submitted:

The above corporation, desiring to organize under the laws of the State of Florida with
its registered office as indicated in the Articles of Incorporation

at 15690 SW 82ND CIRCLE LANE #93

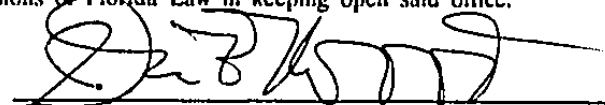
MIAMI, FLORIDA, 33193

has named JOHN F. NORWOOD

located at the aforesaid address, as its Registered Agent to accept service of process
within this state.

ACKNOWLEDGEMENT

Having been named as Registered Agent to accept service of process for the above
stated corporation at the place designated in this certificate, and being familiar with
the obligations of that position, I hereby accept to act in this capacity, and agree to
comply with the provisions of Florida Law in keeping open said office.


(registered agent)