

CAPITAL CONNECTION, INC.
 417 E. Virginia St., Suite 100, Tallahassee, FL 32301, (904) 224-0000
 Mailing Address: Post Office Box 10349, Tallahassee, FL 32302
 TOLL FREE No. 1-800-342-8062
 FAX (904) 222-1222

PAID 0000088748

RE: Eda Faye Freeman, Inc.

NAME _____
 FIRM _____
 ADDRESS _____

 PHONE () _____
 Service: Top Priority _____ Regular _____
 One Day Service Two Day Service
 To us via _____ Return via _____
 Mailer No.: _____ Express Mail No. _____
 State Fee \$ _____ Our \$ _____

	C.C. FEE.	DISBURSED
<input type="checkbox"/> Capital Express™		
<input checked="" type="checkbox"/> Art. of Inc. Fila		
<input type="checkbox"/> Corp. Record Search		
<input type="checkbox"/> Ltd. Partnership Fila		
<input checked="" type="checkbox"/> Foreign Corp. Fila		
<input type="checkbox"/> () Cert. Copy(s)		
<input type="checkbox"/> Art. of Amend. Fila		
<input type="checkbox"/> Dissolution/Withdrawal		
<input type="checkbox"/> C U S -		
<input type="checkbox"/> Fictitious Name Fila		
<input type="checkbox"/> Name Reservation		
<input type="checkbox"/> Annual Report/Restatement		
<input type="checkbox"/> Reg. Agent Service		
<input type="checkbox"/> Document Filing		
<input type="checkbox"/> Corporate Kit		
<input type="checkbox"/> Vehicle Search		
<input type="checkbox"/> Driving Record		
<input type="checkbox"/> Document Retrieval		
<input type="checkbox"/> UCC 1 or 3 Fila		
<input type="checkbox"/> UCC 11 Search		
<input type="checkbox"/> UCC 11 Retrieval		
<input type="checkbox"/> File No.'s, _____ Copies		
<input type="checkbox"/> Courier Service		
<input type="checkbox"/> Shipping/Handling		
<input type="checkbox"/> Phone ()		
<input type="checkbox"/> Top Priority		
<input type="checkbox"/> Express Mail Prep.		
<input type="checkbox"/> FAX () pgs.		
SUBTOTALS		

100001987950-1
 10/29/96-01026-010
 122.50-122.50

SECRETARY OF STATE
 TALLAHASSEE, FLORIDA
 96 OCT 29 AM 9:49
 FILED

REQUEST TAKEN CONFIRMED APPROVED
 DATE 10/29 _____
 TIME _____ CK No. _____
 BY _____

WALK-IN Will Pick Up 8:30 *[Signature]*

FEE.....	\$
DISBURSED.....	\$
SURCHARGE.....	\$
TAX on corporate supplies.....	\$
SUBTOTAL.....	\$
PREPAID.....	\$
BALANCE DUE.....	\$

Please remit invoice number with payment
 TERMS: NET 10 DAYS FROM INVOICE DATE
 1 1/2% per month on Past Due Amounts
 Past 30 Days, 18% per Annum.

THANK YOU
 from
 Your Capital Connection

ARTICLES OF INCORPORATION

of

Fay's Frames, Inc.

(name of corporation)

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

ARTICLE I - CORPORATE NAME

The name of the corporation is:

Fay's Frames, 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 One 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>cb Marvin Isack</u>		
ADDRESS	<u>1506 Whitehall Road #101</u>		
CITY	<u>Ft. Lauderdale</u>	FLORIDA	ZIP <u>33324</u>

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

NAME	<u>Marvin Isack</u>		
ADDRESS	<u>1506 Whitehall Road #101</u>		
CITY	<u>Ft. Lauderdale</u>	FLORIDA	ZIP <u>33324</u>

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have One (1) 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>Marvin Isack</u>		
ADDRESS	<u>1506 Whitehall Road #101</u>		
CITY	<u>Ft. Lauderdale</u>	STATE <u>Florida</u>	ZIP <u>33324</u>
NAME			
ADDRESS			
CITY		STATE	ZIP
NAME			
ADDRESS			
CITY		STATE	ZIP

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ARTICLE VII - INCORPORATORS

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

NAME	Marvin Isack		
ADDRESS	1506 Whitehall Road #101		
CITY	Ft Lauderdale	STATE	FL
		ZIP	33324
NAME			
ADDRESS			
CITY		STATE	
		ZIP	
NAME			
ADDRESS			
CITY		STATE	
		ZIP	

IN WITNESS WHEREOF, the undersigned subscriber(s) have executed these Articles of Incorporation this 23 day of Oct., 1996.

Marvin Isack (Seal)
 _____ (Seal)
 _____ (Seal)

STATE OF FLORIDA)
 COUNTY OF Broward) SS 193-22-1850

before me, a Notary Public authorized to take acknowledgements in the State and County set forth above, personally appeared

Marvin Isack

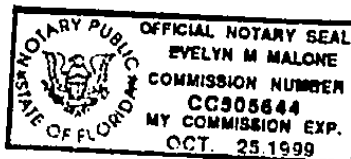
known to me and known to be the person(s) who executed the foregoing Articles of Incorporation, and who acknowledged before me that He executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto affixed my hand and seal, in the State and County aforesaid, this 23 day of Oct, 1996.

(Notary Seal)

Evelyn M. Malone
 (Notary Public, State of Florida at Large)
 My Commission expires: EVERLYN M. MALONE

DRU. LIO



CERTIFICATE AND ACKNOWLEDGEMENT
OF REGISTERED AGENT

CERTIFICATE OF REGISTERED AGENT
OF

FILED
96 OCT 29 AM 9:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Fay's Frames, 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 1506 Whitehall Road #101

Ft. Lauderdale, Fl. 33324

has named Marvin Isack

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.

Marvin Isack
(registered agent)