

Edward Casoria Jr.
Attorney at Law

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November 15, 1996

Division of Corporations
Department of State
The Capitol
Tallahassee, Florida 32301

P00002008748--3
-11/20/96--01071--016
*****70.00 *****70.00

RE: Incorporation of
FAWZY FOR SUCCESS, INC.

Dear Sir or Madam:

Enclosed please find the original and one copy of the Articles of Incorporation and the Acceptance of Designation as Registered Agent for the above corporation and a check in the amount of \$70.00 to cover the filing fees.

Please furnish me with the assigned charter number at your earliest convenience.

Your assistance in this matter is appreciated.

Sincerely yours,

Edward Casoria, Jr.

Edward Casoria, Jr.

EC/hb
Enclosures

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PAH
11/26/96

ARTICLES OF INCORPORATION
OF
FAWZY FOR SUCCESS, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this corporation is FAWZY FOR SUCCESS, INC., and the principal office or mailing address of the corporation is 6705 North Orange Blossom Trail, Orlando, FL 32810.

ARTICLE II - DURATION

This corporation shall have perpetual existence commencing on the date of this filing of these Articles with the Department of State.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes, as now exists or may after be amended.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 1,000 shares of 1.00 par value common stock which shall be designated as "Common Shares."

ARTICLE V - PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation, 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 initial registered office of this corporation is 6705 North Orange Blossom Trail, Orlando, FL 32810, and the name of the initial registered agent of this corporation at that address is ESSAM NAKHLA.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

The corporation shall have one Director constituting the initial Board of Directors. The number of directors may be either increased or decreased from time to time by the By-Laws; however, there shall never be less than one Director nor more than five. The name and address of each member of the initial Board of Directors of the corporation are:

ESSAM NAKHLA
6705 North Orange Blossom Trail, Orlando, FL 32810

ARTICLE VIII - INCORPORATORS

The name and address of each Incorporator signing these articles are:

ESSAM NAKHLA
6705 North Orange Blossom Trail, Orlando, FL 32810

ARTICLE IX - INDEMNIFICATION

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

ARTICLE X - AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, by a majority vote of the Board of Directors,

and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation on the 15th day of November, 1996.

Essam Nakhla
ESSAM NAKHLA

STATE OF FLORIDA

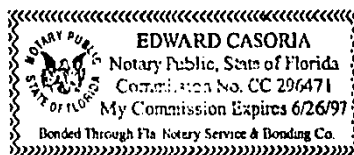
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 15th day of November, 1996, by ESSAM NAKHLA, who is personally known to me or who has produced FL LICENSE as identification.

Notary Public

Edward Casoria

.....
My Commission Expires:
My Commission No.:



CERTIFICATE DESIGNATING REGISTERED AGENT AND
PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE
OF PROCESS WITHIN FLORIDA, AND ACCEPTANCE OF
AGENT UPON WHOM PROCESS MAY BE SERVED

In compliance with Sections 48.091 and 607.034, Florida
Statutes, the following is submitted:

FIRST, that FAWZY FOR SUCCESS, INC., desiring to organize
or qualify under the laws of the State of Florida, with its
principal place of business at 6705 North Orange Blossom Trail,
Orlando, FL 32810, has named ESSAM NAKHLA, located at 6705 North
Orange Blossom Trail, Orlando, FL 32810, as its agent to accept
service of process within Florida.

SECOND, having been named to accept service of process for
the above-named corporation, at the place designated in this
Certificate, the undersigned agrees to act in this capacity, and
agrees to comply with the provisions of Florida law relative to
keeping the designated office open.

DATED: NOVEMBER 15, 1996

Essam Nakhla

ESSAM NAKHLA
Registered Agent

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA