



FALCON REALTY ADVISORS

7000022958

Sunday, March 09, 1997

Ms. Linda Still
Corporate & Securities Bureau
Post Office Box 6277
Tallahassee, FL 32307

Dear Linda:

Please find enclosed my application for Falcon Equities Corporation. If you have any questions, please call the number below.

Sincerely,

Matthew Falconer

Enc: CORP

97 MAR -13 PM 2:35
FBI SD
RECEIVED
FBI SD
MAR 13 1997

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-03/18/97--01074--007
*****78.75 *****78.75

INVESTMENT COUNSELORS • BROKERAGE

1701 Cheltenham Drive, Orlando, FL 32835 • Phone: (407) 295-8555 • FAX: (407) 295-2899

TRANSMITTAL LETTER

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

SUBJECT: FALCON EQUITIES CORPORATION
(Proposed corporate name - must include suffix)

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

\$70.00
Filing Fee

\$78.75
Filing Fee
& Certificate

\$122.50
Filing Fee
& Certified Copy

\$131.25
Filing Fee,
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

FROM: MATTHEW FALCONEIR
Name (Printed or typed)

1701 CHELTENBOROUGH DR.
Address

ORLANDO, FL 32835
City, State & Zip

(407) 295-8555
Daytime Telephone number

NOTE: Please provide the original and one copy of the articles.

ARTICLES OF INCORPORATION

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles of Incorporation.

FILED
97 MAR -13 PM 2:35
CLERK OF STATE
TALLAHASSEE FLORIDA

ARTICLE I NAME

The name of the corporation shall be:

FALCON EQUITIES CORPORATION

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

1701 CHELTENBOROUGH DRIVE
ORLANDO, FL 32835

ARTICLE III SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

100

ARTICLE IV INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is:

MATTHEW FALCONER
1701 CHELTENBOROUGH DRIVE
ORLANDO, FL 32835

ARTICLE V INCORPORATOR(S)

See instructions for officers/directors

The name(s) and street address(es) of the incorporator(s) to these Articles of Incorporation is(are):

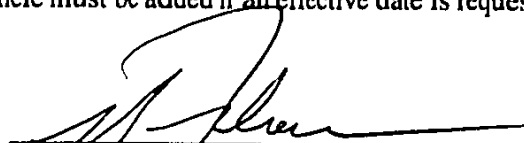
1. MATTHEW FALCONIER, PRESIDENT
1701 CHELTON BOROUGH DRIVE
ORLANDO, FL 32835

2. CHRIS FALCONIER, SECRETARY
1701 CHELTON BOROUGH DRIVE
ORLANDO, FL. 32835

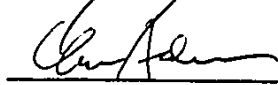
The undersigned incorporator(s) has(have) executed these Articles of Incorporation this

9 day of MARCH, 1997.

(An additional article must be added if an effective date is requested.)



Signature



Signature

Signature

Notarization is not required

NOTE: Affixing an officer title after a signature of an incorporator does not constitute the designation of officers.

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is: FALCON REQUISITES CORPORATION

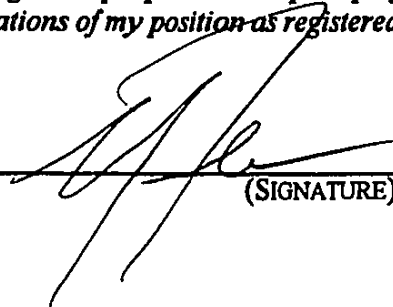
2. The name and address of the registered agent and office is:

MATTHEW FALCONIER
(NAME)

1701 CURLETON BOULDER DRIVE
(P.O. Box or Mail Drop Box NOT ACCEPTABLE)

ORLANDO, FL 32835
(CITY/STATE/ZIP)

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated 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 registered agent.



(SIGNATURE)

MARCH 9, 1997
(DATE)

FILED
SECRETARY OF STATE
TALLAHASSEE FLORIDA
97 MAR -13 PM 2:35
32314

DIVISION OF CORPORATIONS, P. O. BOX 6327, TALLAHASSEE, FL 32314