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TRANSMITTAL LETTER

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

FILED
97 APR - 8 AM 9:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SUBJECT: F+A Concepts inc
(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

X \$131.25
Filing Fee, Certified Copy
& Certificate

Additional Copy Required

FROM: Anthony Andreozzi, Sr.
Name (print or typed)

8177 West Glades Road Suite 211
Address

Boca Raton, FL 33434
City, State & Zip

(561) 482-9911
Daytime Telephone Number

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-04/08/97--01094--002
****131.25 ****131.25

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

nc 4/9/97

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TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATIONS
F+ A Concepts INC.

The undersigned, for the purpose of forming a corporation for profit under the laws of the State of Florida, hereby adopts the following Articles of Incorporation:

ARTICLE I

NAME

The name of this corporation is *F+ A Concepts inc.*

ARTICLE II

COMMENCEMENT AND DURATION

This corporation shall commence upon filing of these Articles with the Secretary of State of Florida and shall exist perpetually.

ARTICLE III

PURPOSE

The corporation is organized for the purpose of engaging in business or businesses as may be approved by the Board of Directors and which business are permitted by law.

ARTICLE IV

CAPITAL STOCK

This corporation is authorized to issue 1,000 shares of no par value common stock.

ARTICLE V

INITIAL REGISTERED OFFICE AND AGENT

Registered Office/mailling address	Registered Agent and Address
8177 West Glades Road	Anthony Andreozzi, Sr.
Suite 211	8177 West Glades Road
Boca Raton, Fl 33434	Suite 211
	Boca Raton, Fl 33434

ARTICLE VI

INITIAL BOARD OF DIRECTORS

This corporation shall have two (2) directors initially. The number of directors may either be increased or diminished from time to time by the By-Laws, but shall never be less than one. The name and address of the initial directors of this corporation are:

ANTHONY ANDREOZZI, SR.
8177 WEST GLADES ROAD, SUITE 211
BOCA RATON, FL 33434

CANDACE ANDREOZZI
8177 WEST GLADES ROAD, SUITE 211
BOCA RATON, FL 33434

Kenneth FAIGIN
6289 West Sunrise BLV
Sunrise FL 33313

ARTICLE VII

INCORPORATOR

The name and address of the person signing these articles:

ANTHONY ANDREOZZI
8177 WEST GLADES RD., SUITE 211
BOCA RATON, FLORIDA 33434

ARTICLES VIII

BY - LAWS

The power to adopt, alter, amend, or repeal By- Laws shall be vested in the board of Directors, subject to the approval of the shareholders. The initial By - Laws of this corporation shall be adopted by the Directors.

ARTICLES IX

INITIAL, ISSUE AND RESRICTIONS OF TRANSFER OF STOCK

Shares of stock of this corporation shall be issued initially to the following persons in the amount set opposite there names:

ANTHONY ANDREOZZI 850 SHARES KENNETH FAISIN 150 SHARE

Shares held by the initial stockholders listed above and subsequent shareholders may not be resold or otherwise transferred to other persons or hypothecated in any manner unless shares are first offered to the remaining shareholders or to this corporation. The price and terms at which, and the time within which shares may be offered and sold shall be further specified by written agreement among all of the stockholders and this corporation. The Treasury stock of the corporation may only be issued with the approval of the shareholders.

ARTICLE X

OFFICERS

The name and post office addresses of the officers of this corporation who shall hold office for the first year of the corporation, until the successors are elected or appointed, and have qualified are as follows:

ANTHONY ANDREOZZI
8177 WEST GLAEDS ROAD
SUITE 211
BOCA RATON, FLORIDA 33434
PRESIDENT

Kenneth Faigin
6289 W. SunRise BLV
SunRise FL 33313

ARTICLE XI

SHAREHOLDERS QUORUM AND VOTING

Fifty - one (51%) of the shares entitled to vote represented in person or by proxy, shall constitute a quorum at a meeting of shareholders.

ARTICLE XII

APPROVAL OF SHAREHOLDERS REQUIRED FOR MERGER

The approval of the shareholder of this corporation to any plan or merger shall be required in every case whether or not approved by law.

ARTICLE XIII

POWERS

This corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act.

ARTICLE XIV

DIRECTOR COMPENSATION

The shareholders of this corporation shall have exclusive authority to fix the compensation of the directors of this corporation. Shareholders of the corporation may also serve as directors and / or officers of the corporation.

ARTICLE XV

DIRECTORS QUORUM AND VOTING

The quorum for meetings of the initial Board of Directors shall be constituted by one member. Thereafter, if the number of directors is increased, two - thirds of the directors shall constitute a quorum for a meeting of directors.

ARTICLE XVI

MEETING BY CONFERENCE TELEPHONE

Members of the Board of Directors may participate in meetings by the Board of Directors by means of conference telephone as provided by law.

ARTICLE XVII

AMENDMENT

This corporation through it's shareholders, reserves the right to amend or appeal any provisions contained in these Articles of Incorporation or any amendment there to.

In Witness Whereof, the undersigned subscriber has executed these articles of Incorporation this 2 day of APRIL, 1997



ANTHONY ANDREOZZI

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: F+A Concepts Inc.
2. The name and address of the registered agent and office is:

ANTHONY ANDREOZZI SR.
(Name)

8177 WEST GLADES ROAD SUITE 211
(P.O. Box or Mail Drop Box NOT ACCEPTABLE)

BOCA RATON, FL 33434
(City/State/Zip)

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TALLAHASSEE, FLORIDA

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)

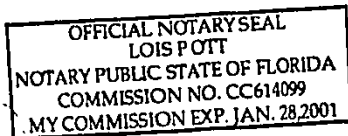
4/7/97
(Date)

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

COUNTY OF

BEFORE ME, the undersigned authority, personally appeared ANTHONY ANDREOZZI, known to me and known by me to be the person who executed the forgoing Articles of Incorporation and he acknowledged before me that he executed same for the purpose therein described.

WITNESS my hand and official seal this 2nd day of April at Boca Raton, Fl.
Palm Beach County,



MY COMMISSION EXPIRES:

A handwritten signature of Lois Pott, written in dark ink. The signature is stylized and appears to be "Lois Pott" with a large, looped initial "L".

NOTARY OF REPUBLIC OF STATE OF FLORIDA

I HEREBY AM FAMILIAR WITH AND ACCEPT THE DUTIES AND RESPONSIBILITIES AS REGISTERED AGENT OF ANDREOZZI ENTERPRISES CORPORATION

REGISTERED SIGNATURE OF AGENT