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LA OFFICE

JAWDET I. RUBAI, P.A.

CLEARWATER EXECUTIVE SUITES
1345 SOUTH MISSOURI AVENUE, SUITE 213
CLEARWATER, FL 34616

Jawdet I. Rubai, Esq.
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(813) 442-3800
FAX (813) 442-0504

April 22, 1997

Florida Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

Re: A.F.N.N., INC.

Dear Sir or Madame:

Please find enclosed the original and one (1) copy of the Articles of Incorporation, along with my check in the amount of \$122.50 for the filing of the same.

If you should require anything further, please do not hesitate to contact me.

Sincerely,

Jawdet I. Rubai

JIR/ry
Enclosures

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*****122.50 *****122.50

97/4/30/97

EFFECTIVE DATE

4/22/97

ARTICLES OF INCORPORATION

OF

A.F.N.N., INC.

FILED
STATE
CLERK
97 APR 22 PM 12:17

ARTICLE I. NAME

The name of this corporation is **A.F.N.N., INC.**

ARTICLE II. DURATION

This corporation shall exist in perpetuity commencing on the day of execution and acknowledgment of these Articles.

ARTICLE III. PURPOSE

This corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE IV. CAPITAL STOCK

This corporation is authorized to issue 100 shares of one dollar (\$1.00) par value common stock which shall be designated "common shares".

ARTICLE V. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 1345 South Missouri Avenue, Suite 215, Clearwater, Florida 34616, and the name of the initial registered agent of this corporation at that address is Jawdet I. Rubaii.

ARTICLE VI. INITIAL BOARD OF DIRECTORS

This corporation shall have one director initially.

Ali M. Nawawy

ARTICLE VII. INCORPORATOR

The name and address of the person signing these Articles is:

Ali M. Nawawy
941 Gulf Boulevard
Belleair Beach, Florida 33786

ARTICLE VIII. PRINCIPAL PLACE OF BUSINESS

The principal place of business for the corporation is 941 Gulf Boulevard, Belleair Beach, Florida 33786.

ARTICLE IX. AMENDMENT

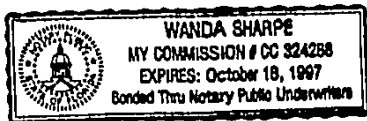
This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment to them, and any right conferred upon the shareholders is subject to this reservation.

Ali Nawawy

STATE OF FLORIDA
COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me this 22nd day of April, 1997, by Ali Nawawy, who personally appeared before me at the time of notarization, and who is personally known to me or who has produced a Driver's License as identification and who took an oath.

NOTARY PUBLIC



Wanda Sharpe

Print Name

State of Florida at Large

Commission No.:

My Commission Expires:

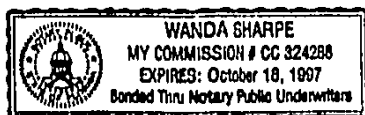
I hereby accept the designation herein as registered agent for A.F.N.N., INC.

Jawdet I. Rubail

STATE OF FLORIDA
COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me this 22nd day of April, 1997, by Jawdet I. Rubail, who personally appeared before me at the time of notarization, and who is personally known to me or who has produced a Driver's License as identification and who took an oath.

NOTARY PUBLIC



Wanda Sharpe

Print Name:

Commission No.:

My Commission Expires: