CAPITAL CONNECTION, INC. ia Street, Suite 1 . Tallahassee, Florida 32302 Fax (904) 222-1222 400002220654--0 -06/24/97--01001--032 ******70.00 ******70.00 Art of Inc. File_ LTD Partnership File___ Foreign Corp. File____ L.C. File___ Fictitious Name File_ Name Reservation_ Merger File_ Art. of Amend. File_ RA Resignation_ Dissolution / Withdrawal__ Annual Report / Reinstatement_____ Cert. Copy__ Photo Copy___ Certificate of Good Standing_____ Certificate of Status_____ Certificate of Fictitious Name_____ Corp Record Search_____ Officer Search_ Fictitious Search_ Fictitious Owner Search_ Signature Vehicle Search_ Driving Record_ UCC 1 or 3 File_ Requested by: UCC 11 Search_

UCC 11 Retrieval_

Courier_

Name

Walk-In _____

Will Pick Up

ARTICLES OF INCORPORATION

The undersigned, acting as incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such Corporation:

1. The name of the Company is:

FALCON DIVERSIFIED INVESTMENTS CORP.

- 2. The mailing address for the corporation shall be 201 South Biscayne Boulevard, Suite 1970, Miami, Florida 33131.
 - 3. The period of its duration is perpetual.
- 4. The purpose is to engage in activities or business permitted under the laws of the United States and Florida.
- 5. The corporation shall have authority to issue 5,000 shares, all of one class, \$1.00 par value.
- 6. The address of it's initial registered office is 417 E. Virginia Street, Suite 1, Tallahassee, Florida 32302, and the name of its initial registered agent at said address is Capital Connection, Inc.
- 7. The number of directors constituting its initial board of directors is one (1) whose name and address is:

NAME ADDRESS

Eliot C. Abbott 1970 Miami Center

201 South Biscayne Boulevard

Miami, Florida 33131

8. The name and address of the Incorporator is:

NAME ADDRESS

Eliot C. Abbott 1970 Miami Center

201 South Biscayne Boulevard Miami, Florida 33131-4302

9. Preemptive Rights shall be as follows: The holders of the common stock of this corporation shall have preemptive rights to purchase, at prices, terms and conditions that shall be fixed by the Shareholders, such of the shares of the stock of this corporation as may be issued for

money (money, or any property or services) from time to time, in addition to that stock authorized (and issued) by the corporation. The preemptive right of any holder is determined by the ratio of the authorized (authorized and issued) shares of common stock held by the holder to all shares of common stock currently authorized (authorized and issued).

DATED this 2 day of June, 1997.

Eliot C. Abbott

STATE OF FLORIDA

COUNTY OF DADE

BEFORE ME, the undersigned authority, personally appeared Eliot C. Abbott, who is to me personally known to be the person described and who has produced ______ as identification and has subscribed the above Articles of Incorporation, and he did freely and voluntarily acknowledge before me according to law that he made and subscribed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and my official seal, at Miami, in said County and State, this 20 day of June, 1997.

Print Name: LESLEY PORTUON DO

NOTARY PUBLIC State of Florida

My Commission Expires:

A M

LESLEY PORTUONDO My Commission CC493294 Expires Oct. 03, 1999

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

First--that Falcon Diversified Investments Corp. desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation at Miami, County of Dade, State of Florida, has named Capital Connection, Inc., 417 E. Virginia Street, Suite 1, Tallahassee, Florida 32302, as its agent to accept service of process within this State.

ACKNOWLEDGMENT: (MUST BE SIGNED BY DESIGNATED AGENT)

Having been named to accept service of process for the above stated corporation, at place designated in this certificate. I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

by from Common For Capital Concel . In

S:\08240020\Document\Agent-sop-falcon.wpd