



THE UNITED STATES
CORPORATION
COMPANY

097000106759

ACCOUNT NO. : 072100000032

REFERENCE : 642999 4809298

AUTHORIZATION :

Patricia Kizut

COST LIMIT : \$ 78.75

ORDER DATE : December 19, 1997

ORDER TIME : 11:26 AM

ORDER NO. : 642999-005

700002377807--2

CUSTOMER NO: 4809298

CUSTOMER: Tamara Sapilak, Legal Assist
RIKER, DANZIG, SCHERER, HYLAND
& PERRETTI
Headquarters Plaza II
Speedwell Avenue
Morristown, NJ 07962

DOMESTIC FILING

NAME: FAET CORPORATION

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jon A Bowling

EXAMINER'S INITIALS:

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 DEC 19 PM 2:35

REC'D
97 DEC 19 PM 2:02
DIVISION OF CORPORATIONS

12/19/97

ARTICLES OF INCORPORATION
OF
FAET CORPORATION

FILED
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The undersigned, being an individual, does hereby act as incorporator in adopting the following Articles of Incorporation for the purpose of organizing a corporation for profit, pursuant to the provisions of the Florida Business Corporation Act.

FIRST: The corporate name for the corporation (hereinafter called the "corporation") is: FAET CORPORATION.

SECOND: The address of the principal office of the corporation and the mailing address of the corporation are:

4317J Fortune Place
West Melbourne, Florida 32901

THIRD: The number of shares that the corporation is authorized to issue is 1,000, all of which are without par value and are of the same class and are Common shares.

FOURTH: The name of the initial registered agent of the corporation and the address of the initial registered office of the corporation in the State of Florida are:

Robert W. Landmesser
400 Ocean Road
Apartment No. 176
John's Island
Vero Beach, Florida 32963

The written acceptance of the said initial registered agent, as required by the provisions of Section 607.0501(3) of the Florida Business Corporation Act, is set forth following the signature of the incorporator and is made a part of these Articles of Incorporation.

FIFTH: The name and the address of the incorporator are:

Robert Fischer III, Esq.
c/o Riker, Danzig, Scherer, Hyland & Perretti LLP
Headquarters Plaza
One Speedwell Avenue
Morristown, New Jersey 07962-1981

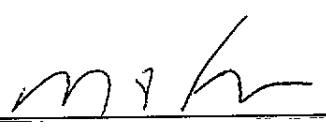
SIXTH: The purposes for which the corporation is organized, which shall include the authority of the corporation to engage in any lawful business for which corporations may be organized under the Florida Business Corporation Act, are as follows:

To have all of the general powers granted to corporations organized under the Florida Business Corporation Act, whether granted by specific statutory authority or by construction of law.

SEVENTH: The duration of the corporation shall be perpetual.

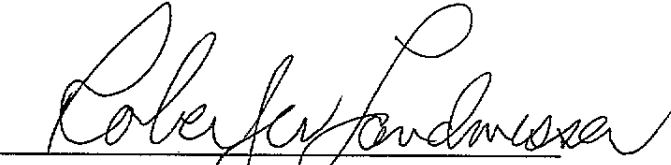
EIGHTH: The corporation shall, to the fullest extent permitted by the provisions of the Florida Business Corporation Act, as the same may be amended and supplemented, indemnify any and all persons whom it shall have power to indemnify under said provisions from and against any and all of the expenses, liabilities, or other matters referred to in or covered by said provisions, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any Bylaw, vote of shareholders or disinterested directors, or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee, or agent and shall inure to the benefit of the heirs, executors, and administrators of such a person.

IN WITNESS WHEREOF, these Articles of Incorporation have been signed this 18th day of December, 1997.



Robert Fischer III, Incorporator

Having been named as registered agent and to accept service of process for the above-named corporation at the place designated in these Articles of Incorporation, 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.


Robert W. Landmesser

Date: December 18th, 1997

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