

P98000004686

January 14, 1998

Beth Register
Corporate Records
Florida Department of State
409 East Gaines St.
Tallahassee, FL 32399

800002405248--41
-01/20/98--01068--016
****131.25 ****131.25

Subject: New Corporate papers for Federal & State Corporate Advisors, Inc.

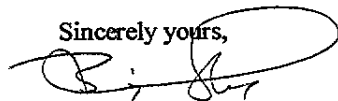
Dear Beth,

It was great talking with you and my best on the results from the Mayo Clinic, they are good and know what they are doing.

Enclosed is the paperwork for the new corporation we discussed; Federal & State Corporate Advisors, Inc. and I have included my check for \$131.25 to cover the filing fee and certified copy. I would appreciate it if you could process the paperwork as soon as possible, since we need to be in operation immediately, and would appreciate any thing you can do to help.

Take care of yourself and thanks for all your help and assistance.

Sincerely yours,



Brian Eden
(305) 828-3838

2100 W. 76th St. #510
Nialeah, FL 33016

FILED
98 JAN 15 PM 12:39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

Federal & State Corporate Advisors, Inc.

FILED
JAN 15 PM 12:39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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.

ARTICLE I NAME

The name of the corporation shall be:

Federal & State Corporate Advisors, Inc.

ARTICLE II PRINCIPAL OFFICE

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

*2100 W 76th Street
Suite # 510
Hialeah, FL 33016*

ARTICLE III SHARES

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

*100
(see attached)*

ARTICLE IV INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is:

*Brian Eden
2100 W 76th St #510
Hialeah, FL 33016*

(ATTACHMENT) ARTICLE III CAPITAL STOCK

- INITIAL ISSUE: THE AGGREGATE NUMBER OF SHARES THAT THE CORPORATION SHALL HAVE THE AUTHORITY TO ISSUE IS 100 SHARES OF CAPITAL STOCK WITH A PAR VALUE OF \$1.00 PER SHARE. SHARES TO BE OWNED AND HELD BY: BRIAN EDEN; HIS SPOUSE AND HEIRS.
- STATED CAPITAL: THE SUM OF THE PAR VALUE OF ALL SHARES OF CAPITAL STOCK OF THE CORPORATION THAT HAVE BEEN ISSUED SHALL BE THE STATED CAPITAL OF THE CORPORATION AT ANY PARTICULAR TIME.
- DIVIDENDS: THE HOLDERS OF THE OUTSTANDING CAPITAL STOCK SHALL BE INTITLED TO RECEIVE, WHEN AND AS DECLARED BY THE BOARD OF DIRECTORS, DIVIDENDS PAYABLE EITHER IN CASH, OR PROPERTY, OR IN SHARE OF THE CAPITAL STOCK OF THE CORPORATION.
- NO CLASS OF STOCK: THE SHARES OF THE CORPORATION ARE NOT TO BE DIVIDED INTO CLASSES.
- NO SHARES IN SERIES: THE CORPORATION IS NOT AUTHORIZED TO ISSUE SHARES IN SERIES.
- RESTRICTION ON TRANSFER OF SHARES AND OTHER SECURITIES(607.0627) TO MAINTAIN THE CORPORATION'S STATUS WHEN IT IS DEPENDENT ON THE NUMBER OR IDENTITY OF ITS SHAREHOLDERS. (SEE ARTICLE V INCORPORATOR(S).).

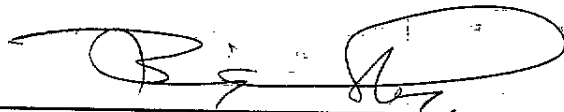
ARTICLE V INCORPORATOR(S)

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

Brian Eden
2100 W 76th St. #510
Hialeah, FL 33016

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

14th day of January, 19 98.



Brian Eden

Signature

Signature

Signature

Articles of Incorporation
Filing Fee - \$35

(ATTACHMENT) ARTICLE V

BOARD OF DIRECTORS

THE INITIAL BOARD OF DIRECTORS SHALL CONSIST OF ONE, WHO NEED NOT BE A RESIDENT OF THE STATE OF FLORIDA OR SHAREHOLDER OF THE CORPORATION. HOWEVER, THE CORPORATION CAN INCREASE OR DECREASE THE NUMBER OF MEMEBERS OF THE BOARD OF DIRECTORS BY A MAJORITY VOTE OF TWO THIRDS OF THE SHARES OF THE OUTSTANDING STOCK.

- TWO THIRDS OF THE STOCKHOLDERS OF THE CORPORATION SHALL BE REQUIRED FOR ANY SHAREHOLDERS ACTION.
- THE SHAREHOLDERS SHALL HAVE THE POWER TO ADOPT, AMEND, ALTER, CHANGE OR REPEAL THE ARTICLES OF INCORPORATION WHEN PROPOSED AND APPROVED AT A STOCKHOLDERS MEETING, WITH NOT LESS THAN A TWO-THIRDS VOTE OF THE COMMON STOCK.
- THE HOLDERS OF THE COMMON STOCK OF THIS CORPORATION SHALL HAVE THE PRE-EMPTIVE RIGHT TO PURCHASE, AT PRICES, TERMS AND CONDITIONS THAT SHALL BE FIXED BY THE BOARD OF DIRECTORS, THE SHARES OF THE STOCK OF THIS CORPORATION AS MAY BE ISSUED FOR MONEY, OR ANY PROPERTY, OR SERVICES FROM TIME TO TIME, IN ADDITION TO THAT STOCK AUTHORIZED AND ISSUED BY THE CORPORATION. THE PRE-EMPTIVE RIGHT OF ANY HOLDER IS DETERMINED BY THE RATIO OF THE AUTHORIZED AND ISSUED SHARES OF STOCK HELD BY THE HOLDER, TO ALL SHARES OF COMMON STOCK CURRENTLY AUTHORIZED AND ISSUED.

MANAGEMENT

- THE CORPORATION SHALL BE MANAGED BY THE FOLLOWING INDIVIDUALS, IN THE FOLLOWING CAPACITIES, UNLESS OTHERWISE CHANGED BY VOTE OF THE BOARD OF DIRECTORS:
 - BRIAN EDEN
PRESIDENT, C.E.O.
 - GINA ESPOSITO
SECRETARY TREASURER.

CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 or 617.0501, 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:

Federal & State Corporate Advisors, Inc.

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

Brian Eden

(Name)

2100 W 76th St # 510

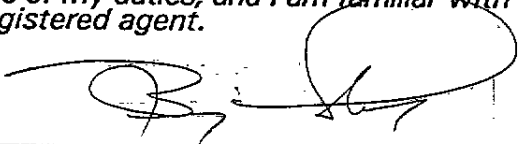
(P.O. Box not acceptable)

Hialeah, FL 33016

(City/State/Zip)

FILED
98 JAN 15 PM 12:39
SECRETARY OF STATE
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)

Brian Eden