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GARY D. LIPSON
ATTORNEY-AT-LAW
914 MATANZAS AVENUE
CORAL GABLES, FLORIDA 33146
TELEPHONE (305) 667-2538
FACSIMILE (305) 667-1068

March 16, 1998

Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

600002459736--5
-03/17/98--01069--017
****122.50 ****122.50

RE: Florida American Holdings, Inc.

Gentlemen/Ladies:

Enclosed please find two executed copies of the Articles of Incorporation of Florida American Holdings, Inc., as well as a check in the amount of \$122.50.

Please file the Articles of Incorporation of this corporation as soon as possible and forward a copy of the certified Articles of Incorporation to me at the address set forth above.

Your cooperation is greatly appreciated. Should you have any questions, please do not hesitate to contact me.

Very truly yours,


Gary D. Lipson

FILED
98 MAR 17 AM 11:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Enclosures

FAHFL.398

74M-3/19/98

ARTICLES OF INCORPORATION
OF
FLORIDA AMERICAN HOLDINGS, INC.

The undersigned does hereby make, subscribe and file these Articles of Incorporation for the purpose of organizing a corporation under the laws of the State of Florida:

ARTICLE I

CORPORATE NAME

The name of this corporation shall be: Florida American Holdings, Inc.

ARTICLE II

MAILING ADDRESS

The initial mailing address of the corporation is: 914 Matanzas Avenue, Coral Gables, Florida 33146.

ARTICLE III

CAPITAL STOCK

The maximum number of shares of capital stock that this corporation shall be authorized to issue and have outstanding at any one time shall be 1,000,000 shares of common stock, \$.0001 par value per share.

ARTICLE IV

REGISTERED AGENT AND REGISTERED OFFICE IN FLORIDA

The initial registered agent and the street address of the initial registered office of the corporation in the State of Florida shall be: Gary D. Lipson at 914 Matanzas Avenue, Coral Gables, Florida 33146.

FILED
98 MAR 17 AM 11:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE V

INCORPORATOR

The name of the person signing these Articles of Incorporation as the sole incorporator is Gary D. Lipson and his address is 914 Matanzas Avenue, Coral Gables, Florida 33146.

ARTICLE VI

INDEMNIFICATION

This corporation shall indemnify and hold harmless each and every one of its directors, officers, employees, attorneys and agents to the fullest extent permitted by the laws of the State of Florida.

IN WITNESS WHEREOF, the undersigned sole incorporator has executed these Articles of Incorporation on March 16, 1998.



Gary D. Lipson, Sole Incorporator

FILED
98 MAR 17 AM 11:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCEPTANCE AS REGISTERED AGENT

The undersigned, named as the registered agent in Article IV of the foregoing Articles of Incorporation, hereby accepts the appointment as such registered agent, and acknowledges that he is familiar with, and accepts the obligations imposed upon registered agents under, the Florida General Corporation Act, including specifically Section 607.0505 thereof.



Gary D. Lipson, Registered Agent