

P98000040380



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 805689 -6179A

AUTHORIZATION :

COST LIMIT : \$ 70.00

Patricia Pzyts

ORDER DATE : May 4, 1998

ORDER TIME : 3:15 PM

ORDER NO. : 805689-015

CUSTOMER NO: 6179A

400002510444--5

CUSTOMER: Henry Handler, Esq
WEISS & HANDLER, P.A.

Suite 218 A
2255 Glades Road
Boca Raton, FL 33431-7383

DOMESTIC FILING

NAME: F & F HOLDINGS, INC.

EFFECTIVE DATE:

ZZ ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Daniel W Leggett

EXAMINER'S INITIALS:

FILED
98 MAY -4 AM 9:26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Dmpc
5/5/98

RECEIVED
98 MAY -4 PM 4:30
DIVISION OF CORPORATION

FILED

98 MAY -4 AM 9:26

**SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

ARTICLES OF INCORPORATION
OF

F & F HOLDINGS, INC.

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

F & F HOLDINGS, INC.

The address of the principal office of this corporation shall be c/o 2255 Glades Road, Suite 218A, Boca Raton, Florida 33431, and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 100 shares of common stock having \$1.00 par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 1201 Hays Street, Tallahassee, Florida 32301, and the name of the initial registered agent of the corporation at that address is Corporation Service Company.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have three Directors, initially. The names and addresses of the initial members of the Board of Directors are:

Mauri Fox Dir.	c/o 2255 Glades Road, Suite 218A Boca Raton, Florida 33431
Ferdinand Falk Dir.	Same
Ursula Falk Dir.	Same

ARTICLE VII. OFFICERS

The name and addresses of the initial officers of the corporation who shall hold office for the first year of the corporation; or until their successors are elected or appointed are:

Mauri Fox	c/o 2255 Glades Road, Suite 218A
Sec./Treas.	Boca Raton, Florida 33431

Ferdinand Falk	Same
Pres.	

Ursula Falk	Same
V.Pres.	

ARTICLE VIII. PREEMPTIVE RIGHTS

The corporation elects to have preemptive rights.

ARTICLE IX. SPECIAL PROVISION

This corporation shall be organized to comply with the provisions of Subchapter S of the Internal Revenue code, 26 U.S.C. 1361 et. seq., and shall take all actions necessary to obtain and maintain its status as an S corporation as defined therein.

ARTICLE X. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation:

Corporation Service Company
1201 Hays Street
Tallahassee, Florida 32301

IN WITNESS WHEREOF, the undersigned agent of
Corporation Service Company, has hereunto set their hand
and seal of Corporation Service Company on May 4, 1998.

CORPORATION SERVICE COMPANY

By: 

Its Agent, Karen B. Rozar

ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN THE ARTICLES OF INCORPORATION

Corporation Service Company, a Delaware corporation authorized to transact business in this State, having a business office identical with the registered office of the corporation named above, and having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

CORPORATION SERVICE COMPANY

By: 

Its Agent, Karen B. Rozar

DWL