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FROM THE DESK OF

NATHAN NEWMAN
7328 SOUTHWEST 48H STREET
MIAMI, FLORIDA 33155

PHONE 305 662 2007
FAX 305 661 4002

Department of State
Division of Corporations
P O Box 6327
Tallahassee, Florida 32314

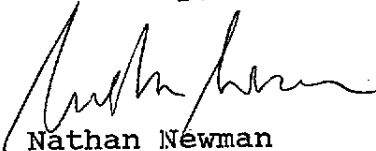
Re: FOTON, INC.

Enclosed is a check for \$70.00 together with two copies of the
Articles of Incorporation of FOTON, INC

Please return a certified copy of the Articles of Incorporation.

Thank you for your attention.

Sincerely,




Nathan Newman

October 5th 1998

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-10/05/98-01057-017
*****70.00 *****70.00

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

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ARTICLES OF INCORPORATION
OF
FOTON, INC.

The undersigned hereby associates themselves for the purpose of organizing this corporation under the laws of the State of Florida

ARTICLE I The name of this corporation is

FOTON, INC.

ARTICLE II The purpose of this corporation is to engage in any lawful business permitted under the laws of Florida.

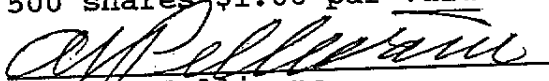
ARTICLE III The duration of this corporation is to be perpetual.

ARTICLE IV The initial Board of Directors shall consist of no members until the first meeting.

ARTICLE V The corporation shall be authorized to have issued and outstanding at any time no more than 1,000 shares of stock with a nominal or par value of \$1.00 per share.

ARTICLE VI The initial capital of the corporation shall be no less than \$500.00.

ARTICLE VII The initial incorporator and Subscriber to these Articles of Incorporation shall be:
Anthony Pellicane,
10765 Southwest 56th Street,
Miami Florida 33165
500 shares \$1.00 par value


Anthony Pellicane

ARTICLE VIII The initial Registered Agent and Registered Office of the corporation shall be 10765 Southwest 56th Street Miami, Florida 33165


Accepted by Anthony Pellicane

ARTICLE IX The initial business office and principal place of business of the corporation shall be 10765 Southwest 56th Street Miami, Florida 33165

Prepared By: Nathan Newman, Esq (FB#058782)
7328 Southwest 48th Street, Miami Florida 33155

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