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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY
CONTACT: RAY STORMONT
PHONE: (305)541-3694

ACCT#: 072450003255

FAX #: (305)541-3770

NAME: F.F. CORPORATION

AUDIT NUMBER.....H98000021712

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

PAGES..... 4

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FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham

Secretary of State

November 20, 1998

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The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an administratively dissolved/revoked entity. Names of administratively dissolved/revoked entities are not available for one year from the date of administrative dissolution/revocation unless the dissolved/revoked entity provides the Department of State with a notarized affidavit stating that they have no intention of reinstating, therefore, releasing the name for use to another entity.

Simply adding "of Florida" or "Florida" to the end of a name is not acceptable.

THE NAME CONFLICT IS "F & F, INC.", DOCUMENT NUMBER P97000003697.

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Tracy Augsburg
Document SpecialistFAX Aud. #: H98000021712
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ARTICLES OF INCORPORATION
OF
F.F.I. CORPORATION

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DIVISION OF CORPORATIONS
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The undersigned incorporator, for purposes of forming a corporation under the Florida Business Corporation Act, adopts the following Articles of Incorporation:

- FIRST: The name of the Corporation is F.F.I. CORPORATION (the "Corporation").
- SECOND: The street address of the initial principal office and mailing address of the Corporation is 601 U.S. South Highway, No. One, Vero Beach, Florida 32965.
- THIRD: The Corporation is authorized to issue 1,000 shares of common stock, par value \$.001 per share.
- FOURTH: The street address of the initial registered office of the Corporation is: 201 S. Biscayne Boulevard, Suite 3000, Miami, Florida 33131 and the registered agent at that address is: B & C Corporate Services, Inc.
- FIFTH: The name and address of the incorporator of the Corporation is: Jose A. Santos, Jr., Broad and Cassel, 201 S. Biscayne Boulevard, Suite 3000, Miami, Florida 33131.
- SIXTH: The Corporation is organized for the purpose of transacting any and all lawful activities or business for which corporations may be formed under Chapter 607 of the Florida Statutes.
- SEVENTH: The Corporation shall have three directors initially and the number of directors may be increased from time to time as provided in the Bylaws but shall never be less than one. The names and addresses of the initial directors are as follows:

THIS DOCUMENT PREPARED BY:
JOSE A. SANTOS, JR., P.A.
Florida Bar Number 438870
Broad and Cassel
Miami Center, Suite 3000
201 South Biscayne Boulevard
Miami, Florida 33131
(305) 373-9467

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George Nazzari
55 Vicente Road
Berkeley, California 94705

Roberto Masud
60 State Road, 22nd Floor
Boston, Massachusetts 02109

Eugene L. Dressler
1290 Tremont Street
P.O. Box 1134
Duxbury, Massachusetts 02331

EIGHTH: The Corporation shall indemnify any director or officer to the fullest extent permitted by Florida Law.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 19th day of November, 1998.



Jose A. Santos, Jr., Incorporator

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ACCEPTANCE OF APPOINTMENT
OF
REGISTERED AGENT

I hereby accept the appointment as registered agent contained in the foregoing Articles of Incorporation and state that I am familiar with and accept the obligations of Section 607.0505 of the Florida Business Corporation Act.

B & C CORPORATE SERVICES, INC., a
Florida corporation

By: Anna Salgado
Anna Salgado, Vice President

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