

P98000100064

TRANSMITTAL LETTER

November 14, 1998

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

200002687792--6
-11/16/98--01031--006
****122.00 *****78.75

200002687792--6
-11/16/98--01031--007
*****9.75 *****9.75

SUBJECT: FALCON INVESTMENT GROUP, INC.

Enclosed is an original and two (2) copies of the Articles of Incorporation of Falcon Investment Group, Inc., a Postal Money Order for \$122.00 and a ~~personal check~~ for \$9.75 for a total of \$131.25 for: *(MONEY ORDER)*

1. Filing Fee
2. Certified Copy
3. Certificate

F. S. Fallon
FROM: F.S. FALLON, JR., Treasurer
1026 Berry Avenue West
Tampa, Florida 33603
813-249-1311

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

98 DEC -1 AM 9:49

FILED

00692-M



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

November 20, 1998

F.S. FALLON, JR.
1026 BERRY AVE., WEST
TAMPA, FL 33603

Corporate Access, Inc.

Corrected 12/1
NTC

SUBJECT: FALCON INVESTMENT GROUP, INC.
Ref. Number: W98000026200

We have received your document for FALCON INVESTMENT GROUP, INC. and your check(s) totaling \$131.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6878.

Alan Crum
Document Specialist

Letter Number: 798A00055756

**ARTICLES OF INCORPORATION
OF
FALCON INTERNATIONAL GROUP, INC.**

ARTICLE I

The name of this Corporation shall be:

FALCON INTERNATIONAL GROUP. INC.

ARTICLE II

The principal place of business (office) and mailing address of this Corporation shall be:

1026 Berry Avenue North, Suite One, Tampa, Florida 33603, and it may establish and/or have such other places of business, both within and outside the State of Florida, and in foreign countries, as may be deemed necessary or convenient to the lawful conduct of business.

ARTICLE III

The general nature of this business and/or business's to be transacted by this Corporation shall be as follows:

1. To transact the business of a consulting firm or agent for and/on the behalf of others in any business and/or industry of any type or nature.
2. To design, license, manufacture and sell, either retail or wholesale products in the aviation, automotive, nutrition or other industries, etc., etc..
3. To purchase, sell, trade, barter, etc., real property, personal property, motor vehicles, aircraft, motor homes, lighter than air craft, prefabricated homes and/or commercial buildings, small to medium size pleasure boats and sea going vessels.
4. To do any and/or all things herein set forth to the same extent as a natural person might or could do in any part of the world as principals, agents,

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Representatives, etc., or otherwise to carry on any business not specifically forbidden by the laws of the State of Florida, and to do all things necessary and incident thereto, and generally to exercise all the powers and privileges permitted by law, and to the same extent as the laws of the State of Florida will permit, and as fully and with all the powers that the laws of this State confer upon corporations and organizations under the statutes.

ARTICLE IV

The amount of total authorized capital stock of this corporation shall be **FIVE HUNDRED SHARES** of common stock at a par value of **ONE DOLLAR (\$1.00)** per share.

ARTICLE V

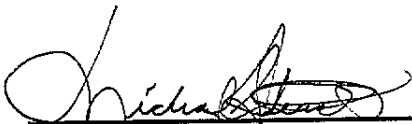
The initial amount of capital with which this Corporation shall commence shall be a minimum of **FIVE HUNDRED DOLLARS (\$500.00US)**.

ARTICLE VI

This Corporation shall exist perpetually.

Article VII

The Registered Agent of this Corporation shall be Michael Stewart, 1026 Berry Avenue North, Suite One Tampa, Florida 33603.



11-30-98

Michael Stewart, Registered Agent Appointment accepted.

ARTICLE VII

The business of this Corporation shall be conducted by a Board of Directors of not less than one (1) Director, the exact number of Directors to be fixed by the By-Laws of this Corporation.

ARTICLE IX

The names and addresses of the members of the first Board of Director, who shall hold office for the first year of this Corporation's existence or until their successors are elected and qualified, are as follows:

MICHAEL F.FALLON, 11048 91st. Avenue N., Seminole, Fl. 34772
F.S. FALLON, JR., 1026 Berry Avenue N., #1, Tampa, Fl. 33603
MICHAEL STEWART, P.O. Box 260084, Tampa, Fl. 33685-0084

ARTICLE X

The names and addresses of the subscriber's to these Articles of Incorporation, together with the number of shares each agrees to take and the consideration to be paid for same are as follows:

NAME AND ADDRESS	NUMBER OF SHARES	AMOUNT
Dr. F.S. Fallon, Jr., 1026 Berry Avenue N. Suite One Tampa, Florida 33603	500	\$500,00

ARTICLE XI

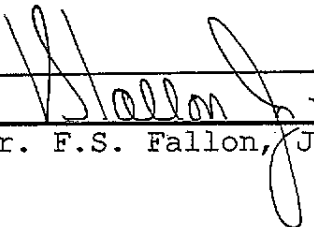
No contract or other transaction between the corporation and other corporations and/or persons, and no act of the corporation shall in any way be affected or invalidated by the fact that any of the Directors of the Corporation are pecuniarily or otherwise interested in, or are the

or are the directors or officers of such other corporation; any Director individually, or any firm of which any Director may be a member, may be a party to, or who may be pecuniarily or otherwise interested in, any contract or transaction of the Corporation, provided that the fact he or she in such firm is so interested shall be disclosed or shall be otherwise known to the Board of Directors of the Corporation, or a majority thereof; and any Director of the Corporation who is also a Director or Officer of other such Corporation(s) or is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of the Corporation which shall authorize any such contract and/or transaction and may vote there to authorize any such contract or transaction with like force and effect as if he or she were not such a Director or Officer of such other corporation or not so interested; and each and every person who may become a Director of this Corporation is hereby relieved from any and/or all liability that might otherwise exist from contracting with the Corporation for the benefit of himself, herself or any other firm, corporation, etc., in which he or she may in any way be interested.

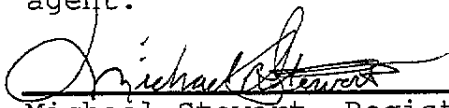
ARTICLE XII

1. No person shall be liable to the Corporation for any loss or damage suffered by it on account of any action taken or omitted to be taken by him or her as a Director or Officer of the Corporation in good faith, if such person (a) exercised or used the same degree of skill and care as a prudent man or woman would have exercised or used under the circumstances in the conduct of his or her own affairs, or (b) took or omitted to take such action in reliance upon advice of counsel for the Corporation or upon statements made or information furnished by officers or employees of the corporation which he or she had reasonable grounds to believe.

2. The corporation shall indemnify any and all of it's Directors or officers or former directors or officers or any person who may have served at it's request as a Director or Officer of another corporation in which it owns shares of capital stock or of which it is a creditor against expenses actually and necessarily incurred by them in connection with the defense of any action, suit or proceeding in which they, or any of them, are made parties, or a part by reasons of being or having been a Director or Officer of the Corporation, or of such other corporation except in relation to matters as to which such Director or Officer or former Director or Officer or person shall be adjudged in such action, suit or proceeding to be liable for negligence or misconduct in the performance of duty.
3. In case of a criminal action, suit or proceeding, a Conviction of judgement (whether based on a plea of guilty, nolo contendere, or it's equivalent, or after trial) shall not be deemed as adjudication that such Director or Officer or other person is liable for negligence or misconduct in the performance of his or her duties, or if such Director or Officer or other person was acting in good faith and in which he or she considered to be in the best interest of the Corporation and with no reasonable cause to believe the action was illegal.
4. In case any such action, suit or proceeding shall result In settlement, and if in the judgement of a disinterested majority of the Board of Directors or any disinterested committee or group of persons to whom the question may be referred by the Board of Directors, in the event that any such Director, Officer or person was not deemed negligent or guilty of bad faith in the matters complained of therein, the Corporation shall reimburse him or her for, or indemnify him or her against all costs and expenses reasonably incurred by him or her in connection therewith, other than for such sums paid to the Corporation.
5. Such indemnification shall not be deemed exclusive of Any rights to which those indemnified may be entitled under any of the Corporation By-Laws, Agreements, Vote of Stockholders, or otherwise.

 November 30, 1998
Dr. F.S. Fallon, Jr., Incorporator Date

Having been appointed and 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 status 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.

 November 30, 1998
Michael Stewart, Registered Agent Date Accepted

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