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CUTOLO & COMPANY

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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

February 2, 1999

FAS-T CORP.

SUBJECT: CUTOLO & COMPANY
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THE "&" SIGN NEEDS TO BE DELETED FROM THE NAME OR ADD ANOTHER SUFFIX

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FAX And. #: E99000002612
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ARTICLES OF INCORPORATION

OF

CUTOLO & COMPANY., INC.

THE UNDERSIGNED ACTING AS SUBSCRIBER OF A CORPORATION UNDER THE FLORIDA CORPORATION LAW, ADOPT THE FOLLOWING ARTICLES OF INCORPORATION FOR SUCH CORPORATION.

ARTICLE I

THE NAME OF THE CORPORATION IS, CUTOLO & COMPANY., INC.

ARTICLE II

THE PURPOSE FOR WHICH THE CORPORATION IS ORGANIZED TO ENGAGE IN ANY ACITIVITIES OR BUSINESS PERMITTED UNDER THE LAW OF THE UNITED STATES AND THE STATE OF FLORIDA.

ARTICLE III

THE MAXIMUM OF SHARES WHICH THE CORPORATION IS AUTHORIZED TO HAVE ISSUED AND HAVE OUTSTANDING AT ANY ONE TIME IS 50 SHARES OF COMMON STOCK, AS WHICH COMMON SHALL BE OF NO PAR VALUE. ALL STOCK IS TO BE ISSUED AS FULLY PAID AND EXEMPT FROM ASSESSMENT.

ARTICLE IV

THE CAPITAL WITH WHICH THE CORPORATION SHALL BEGIN BUSINESS IS NOT LESS THAN FIVE HUNDRED DOLLARS.

ARTICLE V

THE EXISTENCE OF THE CORPORATION IS PERPETUAL.

ARTICLE VI

THE INITIAL POST OFFICE ADDRESS AND PRINCIPAL OFFICES OF THE CORPORATION IN THE STATE OF FLORIDA SHALL BE AT 9561 FOUNTAINBLEAU BLVD, SUITE 112, MIAMI, FLORIDA 33172.

**Prepared By: Vincenzo Cutolo 9561 Fountainbleau Blvd., #112 Miami, FL 33172
Tel: (305) 226-3453**

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ARTICLE VII

THE BOARD OF DIRECTORS MAY FROM TIME TO TIME MOVE THE PRINCIPAL OFFICES TO ANOTHER ADDRESS WITHIN THE STATE OF FLORIDA.

ARTICLE VIII

THE NUMBER OF DIRECTORS CONSTITUTING THE INITIAL BOARD OF DIRECTORS CONSISTING OF NOT LESS THAN (1) NOR MORE THAN (5).

ARTICLE IX

THE NAME AND POST OFFICE ADDRESSES OF THE MEMBERS OF THE FIRST BOARD OF DIRECTORS AND SLATE OF CORPORATE OFFICERS ARE,

CARMINE CUTOLO, PRESIDENT, 9561 FOUNTAINBLEAU BLVD, # 112, MIAMI, .FL 33172.

VINCENZO CUTOLO, SECRETARY & TREASURER, 9561 FOUNTAINBLEAU BLVD, # 112, MIAMI, FL 33172

ARTICLE X

NO STOCKHOLDERS OF THE CORPORATION SHALL BE PERMITTED TO SELL OR OFFER FOR SALE HIS SHARES OF THE STOCK IN THE CORPORATION WITHOUT FIRST OFFERING SAID SHARE FOR SALE TO ALL OTHER STOCKHOLDERS OF THE CORPORATION, AT THEIR BOOK VALUE. THE REMAINING STOCKHOLDERS MAY PURCHASE ALL OR ANY PART OF THE SHARES OF STOCK OFFERED FOR SALE BY THE OTHER STOCKHOLDERS.

ARTICLE XI

THE STOCK OF THE CORPORATION MAY BE ISSUED PURSUANT TO THE PROVISIONS UNDER 1244 OF THE INTERNAL REVENUE CODE, IN ORDER FOR THE STOCKHOLDERS OF THE CORPORATION MAY RECEIVE THE BENEFITS THERE UNDER.

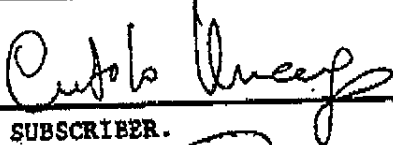
ARTICLE XII

THE NAME AND POST OFFICE ADDRESS OF THE PERSON SUBSCRIBED ON THESE ARTICLES OF INCORPORATION IS, VINCENZO CUTOLO, 9561 FOUNTAINBLEAU BLVD, # 112, MIAMI, FL 33172.

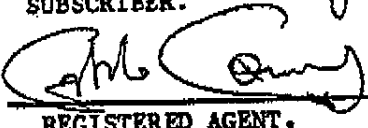
ARTICLE XIII

IN WITNESS WHEREOF, WE HAVE HEREUNTO SET OUR HANDS AND SEALS

THIS 1 DAY OF FEBRUARY, 19 99



SUBSCRIBER. (SEAL)



REGISTERED AGENT. (SEAL)

(SEAL)

STATE OF FLORIDA)

COUNTY OF DADE)

I HEREBY CERTIFY THAT ON THIS DAY PERSONALLY APPEARED BEFORE ME, AND OFFICER
DULY AUTHORIZED TO TAKE TO TAKE ACKNOWLEDGEMENTS AND ADMINISTER OATHS IN THE
STATE OF FLORIDA. _____

TO ME WELL KNOWN TO BE THE PERSONS DESCRIBED IN AND WHO EXECUTED THE FOREGOING
ARTICLES OF INCORPORATION, AND WHO ACKNOWLEDGED BEFORE ME THAT THEY EXECUTED
THE SAME FREELY AND VOLUNTARILY FOR THE PURPOSE THEREIN EXPRESSED.

WITNESS, MY HAND AND OFFICIAL SEAL THIS 1 DAY OF FEBRUARY

19 99, AT MIAMI COUNTY OF DADE STATE OF FLORIDA.

NOTARY PUBLIC, STATE OF FLORIDA AT LARGE.

MY COMMISSION EXPIRES.

CERTIFICATE OF DESIGNATION**REGISTERED AGENT / REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 807.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE / REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. THE NAME OF THE CORPORATION IS, CUTOLO & COMPANY, INC.
2. THE NAME AND ADDRESS OF THE REGISTERED AGENT AND OFFICE IS,
CARMINE CUTOLO, 9561 FOUNTAINBLVD BLVD, SUITE 112, MIAMI, FLORIDA 33172.

SIGNATURE

TITLE

PRESIDENT.

DATE

2/1/99

HAVING BEEN 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 STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATION OF MY POSITION AS REGISTERED AGENT.

SIGNATURE

REGISTERED AGENT

DATE

2/1/99.

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