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SANFORD N. REINHARD, P.A.

ATTORNEY AT LAW

2875 N. E. 191ST STREET

SUITE 404

AVENTURA, FLORIDA 33180

January 28, 1999

MIAMI

(305) 932-7555

TELECOPIER

(305) 935-5671

SECRETARY OF STATE
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

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-02/01/99-01088-001

***122.50 ***78.75

Re: *FAMPAR, ~~Inc.~~ INC.*
Our File No. 180

Gentlemen:

We are enclosing for filing the following:

1. Original and one (1) copy of Articles of Incorporation for FAMPAR, Inc.
2. Check made payable to the Department of State in the amount of \$122.50, representing the filing fee including the cost for certified copies.
3. Original and one (1) copy of the Certificate of Limited Partnership for FAMPAR, Ltd.
4. Original and one (1) copy of Affidavit of Capital Contribution.
5. Check payable in the amount of \$1,487.50 representing the filing fees and cost for a certified copy.

If there are any problems with this filing, please let me know.

In addition, please return to us the appropriate certificates evidencing the filing of these various documents.

Thank you for your cooperation.

Very truly yours,

Sanford N. Reinhard
SNR/amb

Enclosures

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FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

ARTICLES OF INCORPORATION

of

FAMPAR, INC.

ARTICLE I

CORPORATE NAME

The name of the corporation is Fampar, Inc. whose principal office and mailing address is: 7705 N.W. 48th Street, Suite 100, Miami, Florida, 33166.

ARTICLE II

NATURE OF CORPORATE BUSINESS

The corporation may engage in or transact any or all activity or business permitted under the laws of the United States of the State of Florida.

ARTICLE III

CAPITAL STOCK

The Corporation is authorized to issue and have outstanding at any one time an aggregate number of One Hundred (100) shares of one class of common stock having a par value of TEN DOLLARS (\$10.00) and No/100 per share. The consideration to be paid for each share of stock shall be fixed by the Board of Directors.

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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ARTICLE IV

PREEMPTIVE RIGHTS

There shall be no preemptive rights accruing to shareholders.

ARTICLE V

INITIAL REGISTERED AGENT AND INITIAL REGISTERED OFFICE

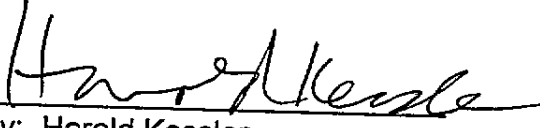
The Corporation's initial Registered Agent and Registered Office in the State of Florida are:

REGISTERED AGENT: Harold Kessler

REGISTERED OFFICE: 7705 N.W. 48th Street
Suite 100
Miami, Florida 33166

ACKNOWLEDGMENT AND CONSENT OF REGISTERED AGENT

Having been named initial Registered Agent to accept service of process on the Corporation at the initial registered office designated herein, I hereby accept such status and consent to act in this capacity and agree to comply with all the requirements of law pertaining thereto.


By: Harold Kessler
REGISTERED AGENT

FILED STATE
SECRETARY OF CORPORATIONS
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ARTICLE VI

INITIAL BOARD OF DIRECTORS

The number of Directors constituting the initial Board of Directors of the Corporation is one.

ARTICLE VII

The name and addresses of the members of the initial Board of Directors are:

Harold Kessler
7705 N.W. 48th Street
Suite 100
Miami, Florida 33166


ARTICLE VIII

INCORPORATOR

The name and address of the Incorporator executing these Articles of Incorporation is:

INCORPORATOR: Harold Kessler

ADDRESS: 7705 N.W. 48th Street
Suite 100
Miami, Florida 33166


By: Harold Kessler
INCORPORATOR

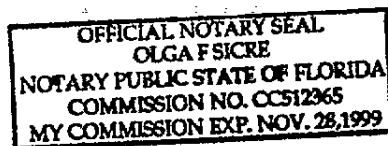
STATE OF FLORIDA :
SS
COUNTY OF DADE :

BEFORE ME, the undersigned authority, authorized to administer oaths and take acknowledgments, personally appeared Harold Kessler, to me well known or provided Well Known as identification, and known to be the person described in and who executed the foregoing Articles of Incorporation and she/he acknowledged before me that he signed same for the purposes therein expressed.

WITNESS my hand and official seal at Dade County, Florida, this 23 day of Nov, 1998.

Olga F. Sicre
Notary Public, State of Florida at Large

My Commission Expires: Nov. 28, 1999



This Instrument Prepared By:
Sanford N. Reinhard, Esq.
2875 N.E. 191st Street, Suite 404
North Miami Beach, Florida 33180
(305) 932-7555 / Fla Bar No. 112669