

P99000012700

LAW OFFICE

ELAINE M. GATSOS

SUITE 210 - INTERSTATE PLAZA
1499 WEST PALMETTO PARK ROAD
BOCA RATON, FLORIDA 33486

ELAINE M. GATSOS
KEVIN L. EDWARDS

TELEPHONE (561) 750-1120
1-(800)-749-5342
TELECOPIER (561) 750-1253
e-mail: emgatsos@aol.com

February 3, 1999

VIA AIRBORNE EXPRESS

Corporate Records Bureau
409 East Gaines Street
Tallahassee, FL 32399

900002767799--7
-02/08/99--01108--009
*****78.75 *****78.75

RE: F & J Corporation
ARTICLES OF INCORPORATION

Dear Sir or Madame:

Enclosed please find the original and one (1) copy of the Articles of Incorporation for the above-referenced corporation. Also enclosed is a check in the amount of \$78.75 payable to the Secretary of State, representing the filing fee and the certification of same.

Thank you for your cooperation in this regard.

Very truly yours,

Elaine M. Gatsos

Elaine M. Gatsos

EMG:ecc
enclosures

FILED
99 FEB - 8 PM 2:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Joan
GAVE
AUTHORIZATION BY PHONE TO
CORRECT *Suffix*
DATE *2/9/99*
DOC. EXAM *m*

m 2/9/99

ARTICLES OF INCORPORATION
OF
F & J CORPORATION

FILED

99 FEB -8 PM 2:30

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscribed to these Articles of Incorporation to form a corporation for profit under the laws of the State of Florida.

ARTICLE I

The name of the corporation shall be:

F & J CORPORATION,

and its initial post office address and its principal office for the conduct of business is:

1167 Hillsboro Mile, Unit 106, Hillsboro Beach, Florida 33062

ARTICLE II

The purpose of the Corporation shall be all lawful purposes under the laws of the State of Florida.

ARTICLE III

The maximum number of shares of stock of this corporation which it is authorized to have outstanding at any one time is 1,000 shares of common stock at \$0.01 (one cent) par value. Said stock shall be non-assessable and shall be payable in lawful money of the United States or in property, labor, or in services at a just valuation to be fixed by the stockholders at a meeting duly convened and held.

ARTICLE IV

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he

already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE V

The term for which this corporation shall exist shall be perpetual and the business of the corporation shall be conducted, carried on and managed by the officers of this corporation and a Board of Directors composed of one or more members, which number may be altered from time to time by the By-Laws of this corporation within the limitations prescribed by law.

The officers of this corporation shall be a President, Vice President, Treasurer and Secretary and any other officer as the Board of Directors may deem expedient.

ARTICLE VI

This corporation shall have one director initially. The number of directors may be either increased or diminished from time to time by the By-Law but shall never be less than two. The name(s) and address(es) of the initial director(s) of this corporation is:

Farokh (James) Khadivi	Farhad (Frank) Khadivi
1167 Hillsboro Mile	1167 Hillsboro Mile
Unit 106	Unit 305
Hillsboro Beach, FL 33062	Hillsboro Beach, FL 33062

ARTICLE VII

No contract, act or transaction of this corporation with any person or persons, firm or other corporation, in the absence of fraud or wrongdoing, shall be affected or invalidated by the fact

that any director of this corporation is a party to or interested in such contract, act or transaction, or in any way connected with such person, persons, firm or corporation, and each and every person who may become a director of this corporation is hereby relieved from any liability that might otherwise exist from thus contracting with this corporation in which he may in any way be interested. Any director of this corporation may vote upon any contract or other transaction between the corporation and any subsidiary or controlled company without regard to the fact that he is also a director of such subsidiary or controlled company.

ARTICLE VIII

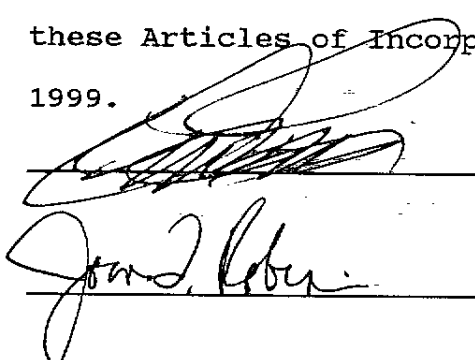
The street address of the initial registered office of this corporation is 1499 West Palmetto Park Road, Suite 210, Boca Raton, Florida 33486, and the name of the initial registered agent of this corporation is:

Elaine M. Gatsos, Esquire

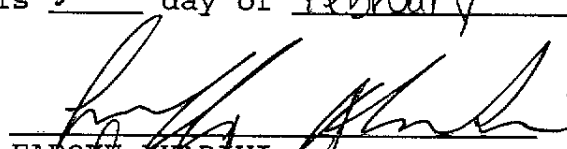
ARTICLE IX

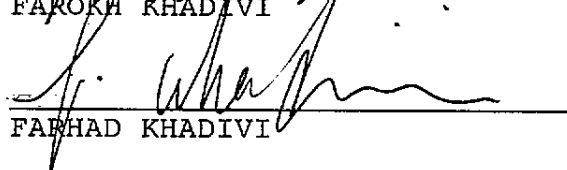
These Articles of Incorporation of this corporation may be amended, changed, altered or repealed in the manner now or hereafter prescribed by the Florida Statutes and all rights conferred upon stockholders herein are granted subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation this 3rd day of February 1999.



John J. Kober



FAROKH KHADIVI


FARHAD KHADIVI

STATE OF FLORIDA)
) ss.
COUNTY OF PALM BEACH)

Before me, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared, **FAROKH KHADIVI and FARHAD KHADIVI**, who are personally known to me or _____ who have produced _____ as identification, and who have executed the foregoing Articles of Incorporation, they acknowledged before me that they executed these Articles of Incorporation.

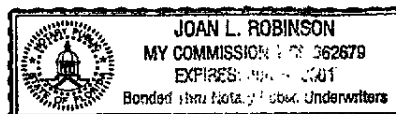
IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid this 2nd day of February, 1999.



Notary Public

My Commission No.:

My Commission Expires:



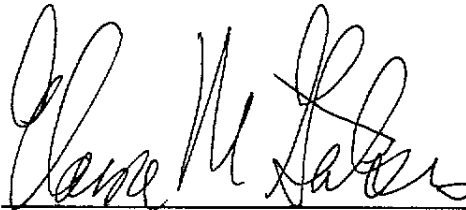
**CERTIFICATE DESIGNATING PLACE OF
BUSINESS OF DOMICILE FOR THE SERVICE
OF PROCESS WITHIN THIS STATE, NAMING
AGENT UPON WHOM PROCESS MAY BE SERVED**

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act.

That Corporation, desires to organize under the laws of the State of Florida with its office as indicated in the Articles of Incorporation located at address appoints agent as its agent to accept service of process within this State.

ACKNOWLEDGEMENT:

Having been named to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept to act in this capacity and agree to comply with the provision of said Act relating to keeping open said office.



ELAINE M. GATSOS, ESQUIRE,
Registered Agent

FILED
99 FEB -8 PM 2:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA