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JULY 21, 1999

Secretary of State
Division of Corporations

P.O. Box 6327

Tallahassee, Florida 32314

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-07/23/99-01033-005

*****70.00 *****70.00

Dear Sirs:

Enclosed herewith please find enclosed the original and a copy of the Articles of Incorporation for a corporation to be known as FMG & Associates, Inc. A check in the amount of \$70.00 is also enclosed to cover the cost of incorporation.

If we can be of further assistance in this matter, please do not hesitate to contact the undersigned.

Very truly yours,

Magda Abdo-Gomez
Magda Abdo-Gomez, Esq.

Encl.

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99 JUL 23 AM 7:55
SECRETARY OF STATE
TALLAHASSEE FLORIDA

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ARTICLES OF INCORPORATION

OF

FMG & ASSOCIATES, INC.

ARTICLES I NAME

The name of this Corporation is FMG & Associates, Inc.

ARTICLE II DURATION

The Corporation shall have a perpetual existence.

ARTICLE III PURPOSE

The purpose of this Corporation is to engage in any activities or business permitted under the laws of the United States and Florida.

ARTICLE IV CAPITAL STOCK

The maximum number of shares which this Corporation is authorized to have outstanding at any time is one hundred (100) shares of common stock having a par value of \$1.00 per share.

ARTICLE V INITIAL REGISTERED OFFICE AND AGENT

The initial registered office of this Corporation shall be 16486 S.W. 76 Street; Miami, Florida 33193, and the initial registered agent of this Corporation at such office shall be Michael Sarkees, who upon accepting this designation agrees to comply with the provisions of §48.091, Florida Statutes as amended from time to time with respect to keeping an office open for service of process.

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLE VI PRINCIPAL CORPORATE OFFICE

The principal office of this Corporation shall be 16486 S.W. 76 Street; Miami, Florida 33193. The mailing address of the Corporation shall be P.O. Box 832988; Miami, Florida 33283-2988.

ARTICLE VII INITIAL BOARD OF DIRECTORS

The initial Board of Directors shall consist of one member. The number of directors may be increased or decreased from time to time by vote of the stockholders, but in no case shall the number of directors be less than one nor more than three. The name and address of the director constituting the initial Board of Directors is:

<u>Name</u>	<u>Address</u>
Michael Sarkees	16486 S.W. 76 Street Miami, Florida 33193

ARTICLE VIII INCORPORATOR

The name and address of the person signing these Articles of Incorporation is:

<u>Name</u>	<u>Address</u>
Michael Sarkees	16486 S.W. 76 Street Miami, Florida 33193


ARTICLE IX CUMULATIVE VOTING

Shareholders of this Corporation may vote their stocks cumulatively. Each shareholder shall have the total number of votes which is equal to the number of shares of stock with voting rights which such shareholder holds multiplied by the number of directors to be elected. The shareholder may give all of his

votes to one candidate or distribute them among as many candidates as the shareholder may wish. Notice must be given by any shareholder to the President or Vice President of the Corporation not less than 24 hours prior to the time set for the holding of a shareholder's meeting for the election of directors that such shareholder intends to cumulate his vote at said election.

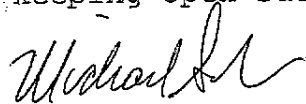
ARTICLE X PREEMPTIVE RIGHTS

The holders of the common stock of this Corporation shall have preemptive rights to purchase, at prices, terms and conditions that shall be fixed by the Board of Directors, those shares of common stock of this Corporation which may be issued from time to time for money, property or past services in addition to that stock authorized and issued by the Corporation. The preemptive right of any holder is determined by the ratio of the authorized and issued shares of common stock held by the holder and all shares of common stock currently authorized and issued.


Michael Sarkees
Incorporator

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for FMG & Associates, Inc. at the place designated in the Articles of Incorporation, Michael Sarkees, agrees to comply with the provisions of §48.091 relative to keeping open such office.


Michael Sarkees

Date: July 21, 1999

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