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to: Octavio A. Verdeja Jr. Phone 305 446-3177

Company VERDEJA & GRAVIER

Address 150 ALHAMBRA CIR STE B00

CORAL GABLES State FL ZIP 33134

Internal Billing Reference

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. F.A.I.T. America, Inc. (Corporation Name) (Document #)

2. 400003063324-8 (Corporation Name) (Document #)
-12/07/99--01075--008
*****78.75 *****78.75

3. (Corporation Name) (Document #)

4. (Corporation Name) (Document #)

- Walk in
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- Pick up time
- Will wait
- Photocopy
- Certified Copy
- Certificate of Status

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TALLAHASSEE, FLORIDA

NEW FILINGS

- Profit
- Not for Profit
- Limited Liability
- Domestication
- Other

AMENDMENTS

- Amendment
- Resignation of R.A., Officer/Director
- Change of Registered Agent
- Dissolution/Withdrawal
- Merger

OTHER FILINGS

- Annual Report
- Fictitious Name

REGISTRATION/QUALIFICATION

- Foreign
- Limited Partnership
- Reinstatement
- Trademark
- Other

T. Burch DEC 9 1999

Examiner's Initials

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ARTICLES OF INCORPORATION
OF
F.A.I.T. America, Inc.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following articles of incorporation.

ARTICLE I NAME

The name of the Corporation shall be: F.A.I.T. America, Inc.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

C/o Verdeja & Gravier
150 Alhambra Circle, Suite 800
Coral Gables, Florida 33134

ARTICLE III SHARES

The number of shares that this corporation is authorized to have outstanding at any one time is: 1,500 shares at \$1.00 par value per share.

ARTICLE IV INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and Florida street address of the initial registered agent is:

Octavio A. Verdeja
C/o Verdeja & Gravier
150 Alhambra Circle, Suite 800
Coral Gables, Florida 33134

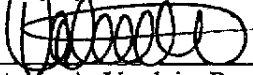
ARTICLE V INCORPORATOR

The name and address of the incorporator to these Articles of Incorporation is:

Philip K. Akalp
26500 West Agoura Road, #572
Calabasas, California 91302


Philip K. Akalp, Incorporator _____ 11/30/99 _____
Date

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 obligations of my position as registered agent.


Octavio A. Verdeja, Registered Agent _____ 12/3/99 _____
Date