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January 18, 2001

MARK A. PERRY
KEITH D. KERN

REAL ESTATE PARALEGAL
MICHELLE D. EDWARDS

LEGAL ASSISTANTS
KATHLEEN H. FARNHAM
JENNIFER L. TORRENCE

Via Federal Express

Florida Department of State
Division of Corporations
403 E. Gaines St.
P.O. Box 6327
Tallahassee, FL 32314

700003555477-6
01/19/01 01055-006
*****78.75 *****78.75

Re: Al-Fayez, Inc.

Ladies and Gentlemen:

Enclosed herewith please find an original and one photocopy of the Articles of Incorporation regarding the above-referenced corporation. Also enclosed is our trust account check in the amount of \$78.75 representing \$35.00 filing fee, \$8.75 certified copy fee, and \$35.00 designation.

If everything appears to be in order, please file the Articles and return a certified copy to this office using the pre-addressed Federal Express envelope provided herewith for your convenience.

If you should have any questions, please do not hesitate to contact me. Your assistance in this matter is greatly appreciated.

Yours truly,



Jennifer L. Torrence
Assistant to Keith D. Kern

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FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

:jlt
Enclosures

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ARTICLE VII - INITIAL BOARD OF DIRECTORS

The names and addresses of the initial Board of Directors of this corporation, who shall serve until the first annual meeting of shareholders, or until their successors shall have been elected and qualified, are as follows:

Faiz A. Hussein	1248 NW 15 th Street, Boca Raton, FL 33486
Soloman M. Almadi	7220 McCallum Blvd., #203, Dallas Texas 75252

ARTICLE VIII- INITIAL OFFICERS

The name and address of the initial Officers of this corporation, who shall serve until the first annual meeting of shareholders, or until their successors shall have been elected and qualified, are as follows:

Faiz A. Hussein, 1248 NW 15 th Street, Boca Raton, FL 33486	President, Secretary
Soloman M. Almadi, 7220 McCallum Blvd., #203, Dallas Texas 75252	Vice President, Treasurer

ARTICLE IX - BYLAWS

The power to adopt, alter, amend, or repeal bylaws shall be vested in the Board of Directors.

ARTICLE X - POWERS

This corporation shall have all of the corporate powers enumerated in the Florida Business Corporation Act.

ARTICLE XI - INDEMNIFICATION

This corporation may be empowered to indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE XII - AMENDMENT

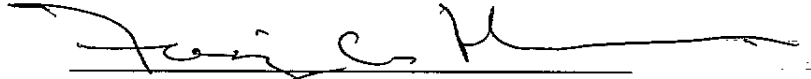
This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendments hereto, and any right conferred upon the shareholders is subject to this reservation.

ARTICLE XIII - INFORMAL ACTION

If all of the directors or shareholders severally or collectively consent in writing to any action taken or to be taken by this corporation, and the writings evidencing their consent are filed with the


Secretary of this corporation, the action shall be as valid as though it had been authorized at a meeting of the Board of Directors or Shareholders.

IN WITNESS WHEREOF, the undersigned incorporators have executed these Articles of Incorporation this 17 day of January, 2001.



FAIZ A. HUSSEIN

Having been named as registered agent for the above-named corporation, I hereby agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I accept the duties and obligations of Section 607.0505, Florida Statutes, this 17 day of January, 2001.



KEITH D. KERN
Registered Agent

FILED
01 JAN 19 AM 8:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA