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January 16, 2002

The Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

Re: Fabco Enterprises, Inc.

Dear Sir or Madam:

Enclosed you will find an original and one copy of the Articles of Incorporation and Certificate of Acceptance of Designation as Registered Agent, together with our check for \$78.75 to cover your charges as follows:

Filing Fee	\$ 35.00
Fee for Certified Copy of Articles of Incorporation	\$ 8.75
Fee for Filing Certificate of Registered Agent	\$ 35.00
TOTAL	\$ 78.75

Please file the original Articles and Certificate of Registered Agent, certify the copy and return the certified copy to me. Should you need anything further in connection with this matter, please advise.

Very truly yours,

Jamie M. Berger
Paralegal for Lee G. Kellison

JMB
Enclosures

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLES OF INCORPORATION

OF

FABCO ENTERPRISES, INC.

ARTICLE I

NAME, PRINCIPAL OFFICE, AND MAILING ADDRESS

The name of this corporation is Fabco Enterprises. The corporation's initial principal office and mailing address are located at 6022 Fournoy Terrace, Jacksonville, Florida 32258.

ARTICLE II

NATURE OF BUSINESS

This corporation is organized for the purpose of engaging in and transacting any or all lawful business permitted under the laws of the State of Florida or any other state and of the United States.

ARTICLE III

CAPITAL STOCK

This corporation is authorized to issue Seventy Five Hundred (7500) shares of common stock having a par value of One and No/100 Dollars (\$1.00) per share, which shares shall be and hereby are designated as "Common Shares"

ARTICLE IV

TERM OF EXISTENCE

The term for which this corporation shall exist shall be perpetual, commencing on January 16, 2002.

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLE V

INITIAL REGISTERED OFFICE AND AGENT

The initial registered office of this corporation in the State of Florida is 6022 Flournoy Terrace, Jacksonville, FL 32258, and the name of the initial registered agent of this corporation is Steven D. Upshaw. The Board of Directors may, from time to time, change the registered agent or move the registered office to any other address in Florida.

ARTICLE VI

INITIAL BOARD OF DIRECTORS

This corporation shall have two (2) Directors initially. The number of Directors may be increased or decreased, from time to time, by amendment to the Bylaws, but in no event shall the number of Directors be reduced below one (1). The names and addresses of the initial Directors of this corporation are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Steven D. Upshaw	6022 Flournoy Terrace Jacksonville, FL 32258
Sharon E. Upshaw	6022 Flournoy Terrace Jacksonville, FL 32258

ARTICLE VII

INCORPORATOR

The name and address of the incorporator of this corporation is as follows:

<u>NAME</u>	<u>ADDRESS</u>
Steven D. Upshaw	6022 Flournoy Terrace Jacksonville, FL 32258

ARTICLE VIII
AMENDMENTS

These Articles of Incorporation may be amended in the manner provided by law. Both the shareholders and the Board of Directors may repeal, amend or adopt Bylaws for the corporation, pursuant to these Articles, except that the shareholders may prescribe in any Bylaw made by them that such Bylaw shall not be altered, repealed or amended by the Board of Directors.

ARTICLE IX
PRE-EMPTIVE RIGHTS

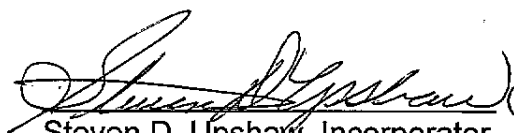
Each Shareholder of the common stock of the corporation shall have the right to purchase, subscribe for, or receive a right or rights to purchase or subscribe for, at the price for which it is offered to others, that Shareholder's pro rata portion of the following:

A. Any stock of any class that the Corporation may issue or sell, whether or not exchangeable for any stock of the Corporation of any class or classes, and whether or not of unissued shares authorized by the Articles of Incorporation as originally filed or by any amendment thereof or out of shares of stock of the Corporation acquired by it after the issuance thereof, and whether issued for cash or other consideration; or

B. Any obligation that the Corporation may issue or sell which is convertible into or exchangeable for any stock of the Corporation of any class or classes, or to which is attached or pertinent any warrant or warrants or other instruments conferring on the holder the right to subscribe for or purchase from the Corporation any shares of its stock of any class or classes.

This right shall be deemed waived by any Shareholder who does not exercise it and pay for the shares preempted within thirty (30) days after receipt of written notice from the Corporation stating the price, terms and conditions of the issue of shares and inviting the Shareholder to exercise this preemptive right. This right may also be waived by a written waiver signed by the Shareholder.

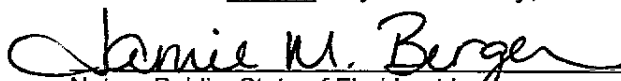
IN WITNESS WHEREOF, the undersigned incorporator, being a natural person competent to contract, has hereunto set his hand and affixed his seal this 14th day of January, 2002.

 (SEAL)
Steven D. Upshaw, Incorporator

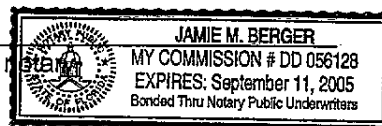
STATE OF FLORIDA
COUNTY OF DUVAL

BEFORE ME, personally appeared Steven D. Upshaw () to me well known and known to me to be the individual described in or (✓) who presented his/her drivers license or other identification U120-784-55-163-0 and who acknowledged to and before me that he executed the foregoing Articles of Incorporation for the purpose therein expressed.

Witness my hand and official seal this 14th day of January, 2002.


Notary Public, State of Florida at Large.
My Commission expires: _____

Type or Print name of




Commission No.

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED
AND ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT**

Pursuant to Sections 48.091 and 607.0501, Florida Statutes, Fabco Enterprises, Inc., desiring to organize under the laws of the State of Florida with its initial principal office, as indicated in its articles of incorporation, being located at 6022 Flournoy Terrace, Jacksonville, Florida 32258, has designated Steven D. Upshaw as its initial registered agent to accept service of process within this state, and has designated as its initial registered office the following address: 6022 Flournoy Terrace, Jacksonville, Florida 32258.

Pursuant to Sections 48.091 and 607.0501, Florida Statutes, the undersigned, having been designated as the initial Registered Agent for the service of process within the State of Florida upon Fabco Enterprises, Inc., a corporation organized under the laws of the State of Florida, does hereby accept the appointment as such Registered Agent for the above-named corporation, and does hereby agree to comply with the provisions of Section 48.091(2) relative to keeping open the Registered Office of said corporation, which Registered Office is located at 6022 Flournoy Terrace, Jacksonville, Florida 32258.

IN WITNESS WHEREOF, I, the said Registered Agent, have hereunto set my hand and seal at Jacksonville, Duval County, Florida, on this 14th day of January, 2002.


Steven D. Upshaw, as Registered Agent

02 JAN 16 AM 11:01
SECRETARY OF STATE
TALLAHASSEE FLORIDA
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