

4/01/96

FLORIDA DIVISION OF CORPORATIONS

12:15 PM

TO: DIVISION OF CORPORATIONS FROM: TALLAHASSEE, FLORIDA & YORKSON P.A.
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(((H96000004630))) DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: F.B.W. HOLDINGS, INC.

FAX AUDIT NUMBER: H96000004630

CURRENT STATUS: REQUESTED

DATE REQUESTED: 04/01/1996

TIME REQUESTED: 12:07:50

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 TALLAHASSEE, FLORIDA

Handwritten signature: [Signature]

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ARTICLES OF INCORPORATION

OF

F.B.W. HOLDINGS, INC.

The undersigned, a natural person competent to contract, does hereby make, subscribe and file these Articles of Incorporation for the purpose of organizing a corporation under the laws of the State of Florida.

**ARTICLE I
CORPORATE NAME**

The name of this Corporation shall be: F.B.W. HOLDINGS, INC.

**ARTICLE II
PRINCIPAL OFFICE AND MAILING ADDRESS**

The principal office and mailing address of the Corporation is 6516 Via Rosa Boca Raton, Florida 33433

**ARTICLE III
NATURE OF CORPORATE BUSINESS AND POWERS**

The general nature of the business to be transacted by this Corporation shall be to engage in any and all lawful business permitted under the laws of the United States and the State of Florida.

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JOEL MAYERSOHN, ESQ. #00993492
Atlas, Pearlman, Trop & Borkson
200 E. Las Olas, Suite 1900
Ft. Lauderdale, FL 33301
(554) 766-7849

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FLORIDA

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**ARTICLE IV
CAPITAL STOCK**

The maximum number of shares that this Corporation shall be authorized to issue and have outstanding at any one time shall be 1,000 shares of common stock, par value \$.0001 per share.

**ARTICLE V
TERM OF EXISTENCE**

This Corporation shall have perpetual existence.

**ARTICLE VI
REGISTERED AGENT AND
INITIAL REGISTERED OFFICE IN FLORIDA**

The Registered Agent and the street address of the initial Registered Office of this Corporation in the State of Florida shall be:

South Florida Registered Agents, Inc.
c/o Atlas, Pearlman, Trop & Borkson, P.A.
200 East Las Olas Boulevard, Suite 1900
Fort Lauderdale, FL 33301

**ARTICLE VII
BOARD OF DIRECTORS**

This Corporation shall have one (1) Director initially.

**ARTICLE VIII
INITIAL DIRECTORS**

The name and address of the initial Directors of this Corporation are:

Franklin Weichselbaum
6516 Via Rosa
Boca Raton, Florida 33433

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The persons named as Initial Directors shall hold office for the first year of existence of this Corporation, or until their successors are elected or appointed and has qualified, whichever occurs first.

**ARTICLE IX
INCORPORATOR**

The name and address of the person signing these Articles of Incorporation as the Incorporator is Joel Mayersohn, Esq., c/o Allee, Pearlman, Trop & Borkson, P.A., 200 East Las Olas Boulevard, Suite 1900, Fort Lauderdale, Florida 33301.


**ARTICLE X
INDEMNIFICATION**

This Corporation may indemnify any director, officer, employee or agent of the Corporation to the fullest extent permitted by Florida law.

**ARTICLE XI
AFFILIATED TRANSACTIONS**

This Corporation expressly elects not to be governed by Section 607.0901 of the Florida Business Corporation Act, as amended from time to time, relating to affiliated transactions.

IN WITNESS WHEREOF, the undersigned Incorporator has executed the foregoing Articles of Incorporation on the 1st day of April, 1996.



Joel Mayersohn, Incorporator

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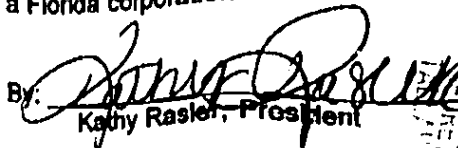
**CERTIFICATE DESIGNATING REGISTERED AGENT
AND OFFICE FOR SERVICE OF PROCESS**

F.B.W. HOLDINGS, INC., a corporation existing under the laws of the State of Florida with its principal office and mailing address at 1225 Broken Sound Parkway, N.W., Suite A, Boca Raton, FL 33487 has named South Florida Registered Agents, Inc., whose address is c/o Atlas, Pearlman, Trop & Borkson, P.A., 200 East Las Olas Boulevard, Suite 1900, Fort Lauderdale, FL 33301 as its agent to accept service of process within the State of Florida.

ACCEPTANCE:

Having been named to accept service of process for the above named Corporation, at the place designated in this Certificate, I hereby accept the appointment as Registered Agent, and agree to comply with all applicable provisions of law. In addition, I hereby am familiar with and accept the duties and responsibilities as Registered Agent for said Corporation.

SOUTH FLORIDA REGISTERED AGENTS, INC.,
a Florida corporation

By: 
Kathy Rasler, President

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TALLAHASSEE, FLORIDA

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