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SECRET FILED
DIVISION OF STATE
97 FEB 24 PM 1:18

CAPITOL SERVICES d/b/a
PARALEGAL & ATTORNEY SERVICE BUREAU, INC.

(Requestor's Name)
1406 Hays Street, Suite 2
(Address)
Tallahassee, FL 32301 (904) 656-3992
(City, State, Zip) (Phone #)

OFFICE USE ONLY

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-02/24/97--01019--006
****122.50 ****122.50

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

1. FRS Investments Corp.
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

☒ Walk in ☒ Pick up time _____ ☒ Certified Copy
☐ Mail out ☐ Will wait ☐ Photocopy ☐ Certificate of Status

NEW FILINGS	
☒	Profit
☐	NonProfit
☐	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
☐	Name Reservation

REGISTRATION/ QUALIFICATION	
☐	Foreign
☐	Limited Partnership
☐	Reinstatement
☐	Trademark
☐	Other

D. BROWN FEB 24 1997

Examiner's Initials

ARTICLES OF INCORPORATION
OF
FRS Investments Corp.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 FEB 24 PM 1:19

WE, THE UNDERSIGNED, being desirous of associating ourselves together for the purposes of becoming a corporation for profit under the laws of the State of Florida, do make, subscribe and acknowledge these Articles of Incorporation, pursuant to Chapter 607 of the Florida General Corporation Act, and other applicable provisions of the Corporation Law of the State of Florida, and acts amendatory thereof and supplemental thereto.

FIRST: The name of the corporation is:
FRS Investments Corp.

SECOND: The purpose of the corporation is to engage in any lawful act or activity for which corporations may be organized under the corporation laws of the State of Florida.

THIRD: The corporation shall be authorized to issue the following shares:

<u>Class</u>	<u>Number of Shares</u>	<u>Par Value</u>
COMMON	200	NO PAR VALUE

FOURTH: The address of the initial registered and principal office of this corporation in this state is c/o United Corporate Services, Inc., 801 N.E. 167th Street, Suite 300, in the City of North Miami Beach, County of Dade, State of Florida 33162 and the name of the registered agent at said address is United Corporate Services, Inc.

FIFTH: The name and address of the incorporators are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Ray A. Barr	10 Bank Street White Plains, New York 10606
Mark Skubicki	10 Bank Street White Plains, New York 10606

SIXTH: The number of directors constituting the initial Board of Directors is two (2); and the name and address of the initial Board of Directors, to serve until the first annual meeting of shareholders, or until the successors are elected and qualify, are as follows:

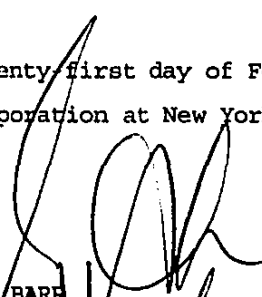
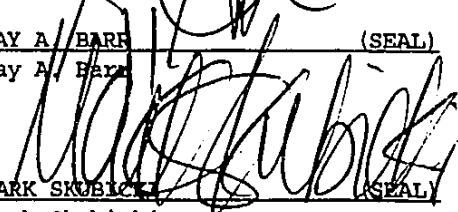
<u>NAME</u>	<u>ADDRESS</u>
Ray A. Barr	10 Bank Street White Plains, New York 10606
Mark Skubicki	10 Bank Street White Plains, New York 10606

SEVENTH: Any person who was or is a party or is threatened to be made a party to any proceeding, (whether or not by or in the right of the corporation) by reason of the fact that he is or was a director, officer, employee, or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, shall be entitled to be indemnified by the corporation to the full extent then permitted by law against liability incurred in connection with such proceeding, including any appeal thereof. Such right of indemnification shall incur whether or not the claim asserted is based on matters which antedate the adoption of this Article SEVENTH. Such right of indemnification shall continue as to a person who has ceased to be a director, officer, employee, or agent and shall incur to the benefit of the heirs and personal representatives of such a person. The indemnification provided by this Article SEVENTH shall not be deemed exclusive of any other rights which may be provided now or in the future under any provision currently in effect or hereafter adopted by the By-Laws, by any agreement, by vote of stockholders, by resolution of disinterested directors, by provision of law, or otherwise.

EIGHTH: No director of the corporation shall be personally liable to the corporation or any other person for monetary damages for breach of fiduciary duty as a director, except for liability (i) for a violation of criminal law, unless the director has reasonable cause to believe his conduct was lawful or had no reasonable cause to believe his conduct was

unlawful, (ii) for any transaction from which the director directly or indirectly derived an improper personal benefit, (iii) under section 607.144 of the Florida General Corporation Act, (iv) for conscious disregard for the best interest of the corporation or willful misconduct, or (v) for recklessness or an act or omission which was committed in bad faith or with a malicious purpose or in a matter exhibiting wanton and willful disregard of human, rights, safety, or property.

IN WITNESS WHEREOF, the undersigned have this twenty-first day of February, 1997 made and subscribed these Articles of Incorporation at New York, New York for the uses and purposes aforesaid.


RAY A. BARR (SEAL)
Ray A. Barr

MARK SKUBICKI (SEAL)
Mark Skubicki

STATE OF NEW YORK)
) ss:
COUNTY OF NEW YORK)

Be it remembered that on this twenty-first day of February, 1997, personally came before me, a Notary Public in and for the County and State aforesaid, Ray A. Barr and Mark Skubicki, party to the foregoing document, known to me personally to be such, and who, being by me first duly sworn, acknowledged the said document to be their act and deed and that the facts therein stated are true.

Given under my hand and seal of office the day and year aforesaid.


MARIA R. FISCHETTI
Maria R. Fischetti, Notary Public

MARIA R. FISCHETTI
Notary Public, State of New York
No. 01F14914402
Qualified in Queens County
Certificate Filed in New York & Westchester County
Commission Expires March 21, 1998

ACCEPTANCE AS REGISTERED AGENT

OF

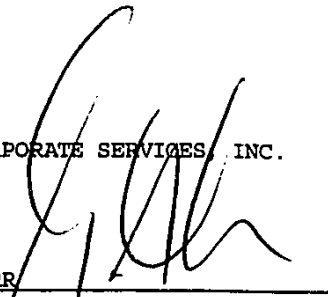
FRS Investments Corp.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATE AFFAIRS
97 FEB 24 PM 1:19

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

Dated: February 21, 1997

UNITED CORPORATE SERVICES, INC.


RAY A. BARR

Ray A. Barr - President

Registered Office Address:

801 Northeast 167th Street - Suite 300
North Miami Beach, Florida 33162