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ACCOUNT NO. : 072100000032

REFERENCE : 576414 4385680

AUTHORIZATION :

COST LIMIT :

*Patricia Pigott*

ORDER DATE : February 4, 2000

ORDER TIME : 1:18 PM

ORDER NO. : 576414-005

CUSTOMER NO: 4385680

CUSTOMER: Mark Meland, Esq  
MELAND & RUSSIN  
MELAND & RUSSIN  
Suite 2420  
200 S. Biscayne Blvd.  
Miami, FL 33131

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
00 FEB -4 PM 3:05

DOMESTIC FILING

NAME: F.Y.S. HOLDINGS, INC.

100003124771--0

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
       PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Erika Carlson

EXAMINER'S INITIALS:

RECEIVED  
00 FEB -4 PM 2:24  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION**  
**OF**  
**F.Y.S. HOLDINGS, INC.**

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
00 FEB -4 PM 3: 05

**ARTICLE I - Name**

The name of the corporation is F.Y.S. Holdings, Inc. (the "Corporation").

**ARTICLE II - Purpose**

The Corporation is organized for the purposes of transacting any or all lawful business for which corporations may be organized under the laws of the United States and the laws of the State of Florida.

**ARTICLE III - Capital Stock**

The Corporation is authorized to issue 10,000 shares of US \$.01 par value common stock. The Board of Directors may authorized the issuance of such stock to such persons upon such terms and for such consideration in cash, property or services as the Board of Directors may determine and as may be allowed by law. The just valuation of such property or services shall be fixed by the Board of Directors. All such stock when issued shall be fully paid and exempt from assessment.

**ARTICLE IV - Initial Registered Office and Agent**

The name of the initial registered agent of the Corporation and the street address of the registered office of this Corporation is:

Mark S. Meland, Esq.  
Meland & Russin, P.A.  
2420 First Union Financial Center  
200 South Biscayne Boulevard  
Miami, Florida 33131

**ARTICLE V - Corporate Mailing Address**

The principal office and mailing address of the Corporation is:

999 Brickell Avenue, 9<sup>th</sup> Floor  
Miami, Florida 33131

**ARTICLE VI - Incorporator**

The name and address of the Incorporator of the Corporation is as follows:

Name

Address

Mark S. Meland, Esq.

Meland & Russin, P.A.  
2420 First Union Financial Center  
200 South Biscayne Boulevard  
Miami, Florida 33131

**ARTICLE VII - Powers**

The Corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act.

**ARTICLE VIII - Indemnification**

The Corporation shall indemnify and shall advance expenses on behalf of its officers and directors to the fullest extent permitted by law in existence either now or hereafter.

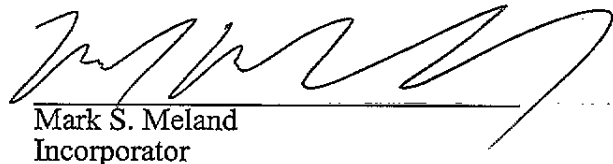
**ARTICLE IX - Fiscal Year**

The fiscal year of this Corporation shall be the calendar year, unless otherwise established by the Board of Directors.

**ARTICLE X - Duration**

The duration of the Corporation is perpetual, unless sooner liquidated or dissolved in accordance with law.

The undersigned has executed these Articles of Incorporation this 3<sup>rd</sup> day of February, 2000.

  
Mark S. Meland  
Incorporator

STATE OF FLORIDA  
COUNTY OF MIAMI- DADE

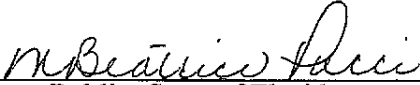
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BEFORE ME, the undersigned authority, personally appeared Mark S. Meland, who is personally known to me and who, after being duly sworn, did freely and voluntarily acknowledge that, according to law, he made and subscribed the foregoing Articles of Incorporation F.Y.S. Holdings, Inc.

IN WITNESS WHEREOF, I have set my hand and affixed my seal of office to this document this 3rd day of February, 2000.

  
Notary Public, State of Florida  
At Large  
Print Name:  
Commission No.



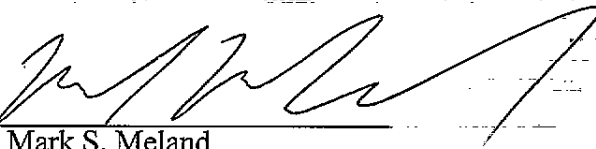
M Beatrice Pucci  
My Commission CC610691  
Expires December 29, 2000

My commission expires:

**ACCEPTANCE OF REGISTERED AGENT**

Having been named to accept service of process for F.Y.S. Holdings, Inc. at the place designated in the Articles of Incorporation, Mark S. Meland, agrees to act in this capacity, and agrees to comply with the provisions of Section 607.0501(3), Fla. Stat. (1990), relative to keeping open such office until such time as it shall notify the Corporation of its resignation.

Dated this 3rd day of February, 2000.

By:   
Mark S. Meland

corpdocs\art.inc