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**EDDIE L. FIELDS**

850 N. Miami Avenue  
Apt. 1505  
Miami, Florida 33136-3528  
Telephone (305) 372-9619

January 31, 2000

FILED  
00 FEB -2 PM 4:24  
RECEIVED  
TALLAHASSEE, FLORIDA

State of Florida  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

**Re: Articles of Incorporation of Fields Capital Corporation.**

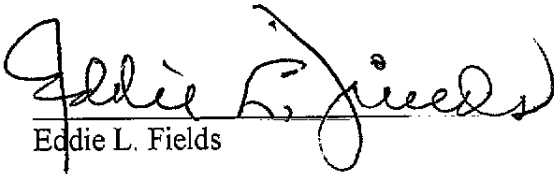
Dear Sir:

Enclosed is the original and one copy of the Articles of Incorporation of Fields Capital Corporation and my check for the sum of \$78.75 to pay the required incorporation fees.

Kindly process the enclosed information and return the certified copy to me at the letterhead address at your earliest convenience.

Sincerely,

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-02/02/00--01044--001  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

  
Eddie L. Fields

**ARTICLES OF INCORPORATION  
OF  
FIELDS CAPITAL CORPORATION**

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation for profit under the Florida Business Corporation Act, Chapter 607 of the laws of the State of Florida, do hereby adopt the following Articles of Incorporation.

**ARTICLE 1. NAME AND INITIAL ADDRESS.** The name of the subject Corporation is **Fields Capital Corporation**. The principal office and initial address is 850 N. Miami Avenue, Apt. 1505, Miami, Florida 33136-3528.

**ARTICLE 2. DURATION.** The duration of the Corporation is perpetual.

**ARTICLE 3. PURPOSES.** The general purposes for which the Corporation is organized are the following:

- a. To engage in and transact any lawful business for which corporations may be incorporated under the Florida Business Corporation Act and other incorporation laws of the State of Florida. No other purpose limits this general purpose in any way.
- b. To do such other things as are incidental to the purpose of the Corporation or necessary or desirable in order to accomplish them.

**ARTICLE 4. SHARES.** The aggregate number of shares which the Corporation is authorized to issue is one thousand shares of common stock. Such shares shall be of a single class and shall have a par value of \$0.01 per share.

**ARTICLE 5. INITIAL REGISTERED OFFICE AND AGENT.** The street address of the initial Registered Office of the Corporation is 850 N. Miami Avenue, Apt. 1505, Miami, Florida 33136-3528, and the name of its initial Registered Agent at that address is Eddie L. Fields.

**ARTICLE 6. INITIAL BOARD OF DIRECTORS.** The number of the Directors constituting the initial Board of Directors is one (1). The number of Directors may be increased or decreased from time to time in accordance with the Bylaws but shall never be less than one. The name and address of each initial Director of the Corporation is as follows:

<b><u>NAME</u></b>	<b><u>TITLE</u></b>	<b><u>ADDRESS</u></b>
Eddie L. Fields	Chairman	850 N. Miami AVE. Apt. 1505 Miami, Fla. 33136-3528

**ARTICLE 7. INITIAL BOARD OF OFFICERS.** The number of Officers selected and appointed to manage the day to day affairs of the Corporation is one (1). The numbers of Officers may be increased or decreased from time to time in accordance with the Bylaws but shall never be less than one (1). The name and address of each initial Officer of the Corporation is as follows:

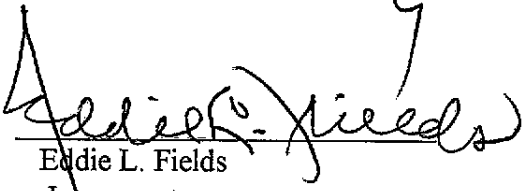
<u>NAME</u>	<u>TITLE</u>	<u>ADDRESS</u>
Eddie L. Fields	President/Sec./Treas.	850 N. Miami AVE. Apt 1505 Miami, Fla. 33136 -3528

**ARTICLE 8. INCORPORATORS.** The name and address of each Incorporator is as follows:

<u>NAME</u>	<u>ADDRESS</u>
Eddie L. Fields	850 N. Miami AVE. Apt. 1505 Miami, Fla. 33136 -3528

**ARTICLE 9. AMENDMENT.** The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any Amendment to them, and any right conferred upon the shareholders is subject to this reservation.

**IN WITNESS WHEREOF,** the undersigned have signed these Articles of incorporation on this 31 day of JANUARY 2000.

  
\_\_\_\_\_  
Eddie L. Fields  
Incorporator

**STATE OF FLORIDA  
COUNTY OF MIAMI - DADE**

Before me personally appeared Eddie L. Fields, the Incorporator for these Articles of Incorporation, who provided a pictured driver's license, License Number # F432-212-44-241-0, issued by the State of Florida on September 15, 1998, to verify his identity to me to be the person described in and who executed the foregoing Articles of Incorporation and acknowledged to and before me that he executed said instrument for the purpose therein expressed.

Witness my hand and official seal this 31<sup>st</sup> day of January, 2000.

Silvia Fernandez  
Notary Public, State of Florida at Large

My commission expires:



Silvia Fernandez  
Commission #60860224  
Expires Sep. 23, 2003  
Bonded Thru  
Atlantic Bonding Co., Inc

SEAL

**ACCEPTANCE BY DESIGNATION REGISTERED AGENT /  
REGISTERED OFFICE IN COMPLIANCE  
WITH SECTION 607.0501 (3), FLORIDA STATUTES.**

I, the undersigned person, having been named as registered agent and to accept service of process for the above - stated corporation at the place designated in this statement, hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Eddie L. Fields  
Eddie L. Fields  
Registered Agent

Date: Jan. 31, 2000

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00 FEB -2 PM 4:24  
CLERK OF THE COURT  
STATE OF FLORIDA  
MIAMI, FLORIDA