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CORPORATE
ACCESS,
INC.

236 East 6th Avenue . Tallahassee, Florida 32303

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Articles

1.) FEZ Corporation
(CORPORATE NAME & DOCUMENT #)

2.)
(CORPORATE NAME & DOCUMENT #)

3.)
(CORPORATE NAME & DOCUMENT #)

4.) R.R.
B&H R.
(CORPORATE NAME & DOCUMENT #)

5.)
(CORPORATE NAME & DOCUMENT #)

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SPECIAL INSTRUCTIONS

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4-7-00

C O P Y

**ARTICLES OF INCORPORATION
OF
FEZ CORPORATION**

The undersigned, for the purpose of forming a corporation under the Florida Business Corporation Act, adopt the following Articles of Incorporation:

ARTICLE ONE

NAME

The name of the corporation is, FEZ CORPORATION

ARTICLE TWO

PRINCIPAL OFFICE

The street address of the initial principal office of the corporation is 101 Southhall Lane, Suite 400, Maitland, Florida 32751. The mailing address of the corporation is the same.

ARTICLE THREE

CORPORATE DURATION

The duration of the corporation is perpetual.

ARTICLE FOUR

PURPOSE OR PURPOSES

The general purposes for which the corporation is organized are:

1. To transact any and all lawful business for which corporations may be incorporated under the Florida Business Corporation Act.

2. To do such other things as are incidental to the above or necessary or desirable in order to accomplish the above.

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C O P Y

ARTICLE FIVE

CAPITALIZATION

The total number of shares of stock that the corporation is authorized to issue is TEN THOUSAND (10,000), all of which shall be Common Stock, and with a par value of ONE DOLLAR (\$1.00) per share. All Common Stock shares shall be identical with each other in every respect and the holder of Common Stock shall be entitled to one vote for each share on all matters on which shareholders have the right to vote.

ARTICLE SIX

PREEMPTIVE RIGHTS

The holders of shares of the corporation shall have preemptive rights to subscribe or purchase from the corporation any shares authorized but unissued, or any newly authorized shares.

ARTICLE SEVEN

REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is 101 Southhall Lane, Suite 400, Maitland, Florida 32751, and the name of its initial registered agent at such address, is John Dooley.

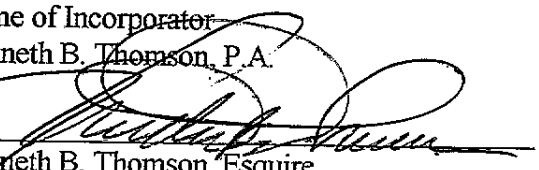
ARTICLE EIGHT

INCORPORATOR

The name and address of the incorporator is: Kenneth B. Thomson, Esquire, Kenneth B. Thomson, P.A., 101 Southhall Lane, Suite 400, Maitland, Florida 32751.

IN WITNESS WHEREOF, the incorporator has hereunto set his hand on this 6th day of April, 2000.

Name of Incorporator
Kenneth B. Thomson, P.A.

By 
Kenneth B. Thomson, Esquire
Title: President

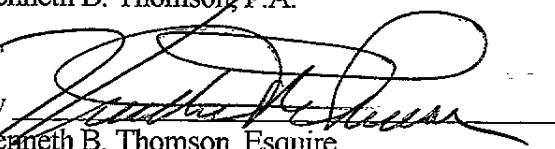
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CONSENT TO SERVE AS REGISTERED AGENT

Kenneth B. Thomson, P.A. hereby consents to serve as Registered Agent in the State of Florida for **FEZ CORPORATION**. It understands that as agent for the corporation it will be the Agent's responsibility to receive service of process in the name of the corporation; to forward all mail to the corporation; and immediately notify the office of the Secretary of State in the event of his resignation, or of any changes in the registered office address of the corporation for which it is Agent pursuant to F.S. 607.0501(3).

Dated on this 6th day of April, 2000.

Name of Registered Agent
Kenneth B. Thomson, P.A.

By 
Kenneth B. Thomson, Esquire
Title: President
101 Southhall Lane, Suite 400
Maitland, FL 32751

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