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Florida Department of State

Division of Corporations Public Access System Katherine Harris, Secretary of State

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To:

Division of Corporations

Fax Number

: (850)922-4001

From:

Account Name : BIZCORP INTERNATIONAL INC.

Account Number: I19990000093

: (561)776-2277

Fax Number

: (561)776-2266

FLORIDA PROFIT CORPORATION OR P.A.

FIDELITY HOLDING CORPORATION

Certificate of Status	0
Certified Copy	1
Page Count	04
Estimated Charge	\$78.75

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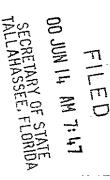
ARTICLES OF INCORPORATION

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I - NAME

The name of the corporation shall be:

FIDELITY HOLDING CORPORATION



ARTICLE II - PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

1819 Oleander Street Sarasota, FL 34239

ARTICLE III - SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

1,000 shares of common stock, no par value.

ARTICLE IV - INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is:

W. Todd Menke 1819 Oleander Street Sarasota, FF 34239

Stephen Levy 4400 PGA Boulevard Suite 700 Palm Beach Gardens, FL 33410 (561) 776-2277

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ARTICLE V - INITIAL DIRECTOR(S)

The names and addresses of the initial members of the corporation's Board of Directors are:

David C. Hunihan 1819 Oleander Street Sarasota, FL 34239

W. Todd Menke 1819 Oleander Street Sarasota, FL 34239

ARTICLE VI - INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is:

BIZCORP INTERNATIONAL INC. 4400 PGA Boulevard Suite 700 Palm Beach Gardens, FL 33410

The undersigned incorporator has executed these Articles of Incorporation this 14th day of June, 2000.

BIZCORP INTERNATIONAL INC.

Stephen Levy

(President)

CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

- 1. The name of the corporation is: FIDELITY HOLDING CORPORATION
- 2. The name and address of the registered agent and office is:

W. Todd Menke 1819 Oleander Street Sarasota, FL 34239

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I 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.

W Todd Manks

DO JUN 14 AM 7: 47
SECRETARY OF STATE