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Florida Department of State
Division of Corporations
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To:

Division of Corporations
Fax Number : (850) 922-4001

From:

Account Name : EMPIRE CORPORATE KIT COMPANY
Account Number : 072450003255
Phone : (305) 541-3694
Fax Number : (305) 541-3770

FLORIDA PROFIT CORPORATION OR P.A.

FD HOLDING CORP.

Certificate of Status	0
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ARTICLES OF INCORPORATION
OF
FD HOLDING CORP.

The undersigned incorporator files these Articles of Incorporation in order to form a corporation under the Florida Business Corporation Act.

ARTICLE I

Name

The name of this corporation shall be FD HOLDING CORP.

ARTICLE II

Principal Office

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

5901 PALM TRACE LANDINGS
BUILDING 10, APT. 318
DAVIE, FLORIDA 33314

ARTICLE III

BEGINNING OF CORPORATE EXISTENCE

The existence of this corporation shall commence on the date these articles are accepted as filed by the Secretary of State. The corporation then shall continue perpetually unless dissolved according to law.

THEODORE F. BRILL, ESQ.
THEODORE F. BRILL, P.A.
8211 W. BROWARD BLVD., SUITE 360
PLANTATION, FL 33324
(954) 370-0800 FL BAR NO. 236462

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ARTICLE IV

PURPOSE

This corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE V

CAPITAL STOCK

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

10,000 shares at \$.01 (one cent) par value common stock.

ARTICLE VI

INITIAL REGISTERED AGENT AND ADDRESS

The name of the initial registered agent of this corporation and his address are as follows:

Registered Agent And Address

Theodore F. Brill, Esq.
Theodore F. Brill, P.A.
8211 West Broward Blvd., Suite 360
Plantation, Florida 33324-2737

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ARTICLE VII

INCORPORATOR

The name and address of the person signing these Articles as Incorporator is:

THEODORE F. BRILL
8211 W. Broward Blvd., Suite 360
Plantation, FL 33324

The undersigned has executed these Articles of Incorporation on Oct 6, 2000 as
Incorporator.


THEODORE F. BRILL
Incorporator

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CERTIFICATE OF DESIGNATIONREGISTERED 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: **FD HOLDING CORP.**
2. The name and address of the registered agent and office is:
Theodore F. Brill, Esq.
Theodore F. Brill, P.A.
8211 W. Broward Blvd., Suite 360
Plantation, Florida 33324-2737

Signature: *Theodore F. Brill*
THEODORE F. BRILL
 Title: Incorporator

Date: *Oct* *6*, 2000

Having been named 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.

Signature: *Theodore F. Brill*
Theodore F. Brill
Registered Agent

Date: *Oct* *6*, 2000

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