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**Florida Department of State
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To:
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From:
Account Name : JOHNSON, BLAKELY, POPE, BOKER, ROPPEL & BURNS,
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FLORIDA PROFTT CORPORATION OR P.A.

FIDELITY RESOURCES III, INC.

Certificate of Status	1
Certified Copy	0
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Corporate Filing

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ARTICLES OF INCORPORATION
OF
FIDELITY RESOURCES III, INC.

ARTICLE I - Name and Address

The name of this corporation is FIDELITY RESOURCES III, INC.. The mailing address of the corporation is: 4960 Southwest 72nd Avenue, Suite 205, Miami, Florida 33155. The address of the corporation's principal office is 4960 Southwest 72nd Avenue, Suite 205, Miami, Florida 33155.

ARTICLE II - Duration

This corporation shall have perpetual existence.

ARTICLE III - Capital Stock

This corporation is authorized to issue 100,000 shares of common stock, which shall be designated as "Common Shares." The par value of each share of stock shall be One Dollar (\$1.00).

ARTICLE IV - Preemptive Rights

No holder of shares of stock of any class shall have any preemptive rights to subscribe to or purchase any additional shares of any class or bonds or convertible securities of any nature; provided, however, that the board of directors may, in authorizing the issuance of any shares of stock of any class, confer any preemptive rights that the board of directors may deem advisable in connection with such issuance.

Prepared By:

BRUCE H. BOKOR, Esquire
Johnson, Blakely, Pope, Bokor,
Ruppel & Burns, P.A.
911 Chestnut Street
Clearwater, Florida 33756
Bar No. 0150340
(813) 461-1818

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ARTICLE V - Initial Registered Office and Agent

The street address of the initial registered office of this corporation is BRUCE H. BOKOR, and the name of the initial registered agent of this corporation at that address is 911 Chestnut Street, Clearwater, Florida 33756.

ARTICLE VI - Incorporator

The name and address of the person signing these Articles are:

<u>Name</u>	<u>Address</u>
BRUCE H. BOKOR	911 Chestnut St. Clearwater, Florida 33756

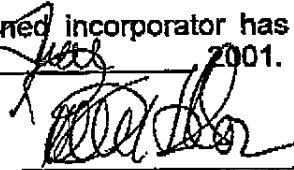
ARTICLE VII - Indemnification

The corporation shall indemnify any officer or director, or any former officer or director to the full extent permitted by law.

ARTICLE VIII - Amendment

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 1st day of June, 2001.



BRUCE H. BOKOR

**CERTIFICATE DESIGNATING REGISTERED AGENT
AND STREET ADDRESS FOR SERVICE OF PROCESS
WITHIN FLORIDA**

Pursuant to Fla. Stat. §48.091, FIDELITY RESOURCES III, INC., desiring to organize under the laws of the State of Florida, hereby designates BRUCE H. BOKOR, located at 911 Chestnut Street, Clearwater, Florida 33756, as its registered agent to accept service of process within the State of Florida.

ACCEPTANCE OF DESIGNATION

The undersigned hereby accepts the above designation as registered agent to accept service of process for the above-named corporation, at the place designated above, and agrees to comply with the provisions of Fla. Stat. §48.091(2) relative to maintaining an office for the service of process.



BRUCE H. BOKOR

#235663 v1 - FIDELITY RESOURCES III, INC. - Articles

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