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\*\*\*\*\*78.75 \*\*\*\*\*78.75

June 7, 2001

Department of State  
Division of Corporations  
409 E. Gaines Street  
Tallahassee, Florida 32399

Ladies and Gentlemen:

Enclosed please find Articles of Incorporation for FP Acquisition Corporation.

Also enclosed is a check in the amount of \$78.75 to cover filing fees and a certified copy of the articles.

I have also enclosed a prepaid return FEDEX envelope if it is possible to return the certified copies sooner.

Very truly yours,



Michael D. Karsch

Encl.

2001 JUN 11 2:19 02  
TALLAHASSEE, FLORIDA

6/13/01

**ARTICLES OF INCORPORATION  
OF  
FP ACQUISITION CORP.**

2001 JUN 11 AM 9:02

I, the undersigned, being of legal age and a natural person, do hereby subscribe to, acknowledge and file the following Articles of Incorporation for the purpose of creating a corporation under the laws of the State of Florida.

**ARTICLE I**

The name and initial address of this Corporation shall be: FP Acquisition Corp. 7000 W. Palmetto Park Road, Suite 501, Boca Raton, FL 33433, with the privilege of having its offices and branch offices at other places within or without the State of Florida.

**ARTICLE II**

This Corporation may engage in any activity or business permitted under the laws of the State of Florida.

**ARTICLE III**

The maximum number of shares that this Corporation shall be authorized to issue and have outstanding at any one time shall be 1,000 shares of common stock, par value \$.001 per share.

**ARTICLE IV**

This Corporation shall have perpetual existence.

**ARTICLE V**

The registered office of this Corporation is 7000 W. Palmetto Park Road, Suite 501, Boca Raton, FL 33433. The registered office agent at that address is Michael Karsch.

**ARTICLE VI**

The corporate powers should be exercised by or under the authority of, and the business and affairs of the corporation shall be managed under the direction of, a board of directors. The number of directors of the corporation shall be fixed by the laws, or if the bylaws fail to fix such a number, then by resolution adopted from time to time by the board of directors.

**ARTICLE VII**

The name and address of the Incorporator is: Michael D. Karsch 7000 W. Palmetto Park Road, Suite 501, Boca Raton, FL 33433.

**ARTICLE VIII**

No contract or other transaction between this Corporation and any other corporation, and no act of this Corporation, shall in any way be affected or invalidated by the fact that any of the directors of this corporation are pecuniarily or otherwise interested in, or are directors or officers of, such other corporation. Any director individually, or any firm of which any director may be a member may be a party to, or may be pecuniarily or otherwise interested in, any contract or

transaction of this Corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof, and any director of this Corporation who is also a director or an officer of such other corporation, or who is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this Corporation which shall authorize any such contract or transaction with like force and effect as if he were not such a director or officer of such other corporation, or not so interested.

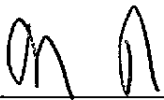
#### ARTICLE IX

The private property of the shareholders shall not be subject to payment of the corporate debts to any extent.

#### ARTICLE X

This Corporation may identify and insure its officers and directors to the fullest extent permitted by law.


IN WITNESS WHEREOF, I, the undersigned, being the incorporation hereinbefore named, for the purpose of forming a Corporation to do business both within and without the State of Florida, under the laws of Florida, make and file these Articles of Incorporation hereby declaring and certifying that the facts herein stated and true, and hereunto set my hand and seal on June 4, 2001.

By:   
Michael D. Karsch, Incorporator

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Having been named the statutory agent of the above Corporation at the place designated in this Certificate, I hereby accept the same and agree to act in this capacity, and agree to comply with the provisions of Florida law relative to keeping the registered office open.

Dated: June 7, 2001

  
Michael D. Karsch  
Registered Agent

2001 JUN 11 AM 9:02  
TALLAHASSEE, FLORIDA