

MACKEY, MACKEY, HALL & GOETHE, P.A.

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June 28, 2001

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Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

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*****78.75 *****78.75

Re: FPMS, Inc.

Dear Sir/Madam:

Enclosed are the articles of incorporation and certificate of designation of registered agent for the above-referenced corporation. Also enclosed is our check in the amount of \$78.75 that covers: (a) the incorporation filing fee of \$35.00; (b) designation of registered agent fee of \$35.00; and (c) the fee to return a certified copy of the articles of incorporation of \$8.75.

Thank you for your assistance in this matter.

Sincerely,

MACKEY, MACKEY, HALL & GOETHE, P.A.

Dianne L. Hall

Dianne L. Hall

DLH/st
Enclosures
cc: Peter J. Mackey
Philip A. Nathan

FILED
01 JUL -2 AM 9:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

7-6-01
cc

**ARTICLES OF INCORPORATION
OF
FPMS, INC.**

The undersigned, acting as an incorporator of a corporation under the Florida Business Corporation Act, adopts the following Articles of Incorporation for such corporation:

ARTICLE I

The name of the corporation is FPMS, Inc..

ARTICLE II

The period of duration of the corporation is perpetual.

ARTICLE III

The corporation is organized to engage in retail sales activities and any ancillary business and to do everything necessary, proper, advisable, or convenient for the accomplishment of said purposes, and to do all other things incidental or connected with said purposes that are not forbidden by the Florida corporation laws or by other law, or by these articles of incorporation, and to carry out said purposes in any state, territory, district, or possession of the United States, or in any foreign country, to the extent that these purposes are not forbidden by the law of the state, territory, district, or possession of the United States, or by the foreign country. Without being limited by the foregoing, the corporation may transact all lawful business, and conduct all lawful activities, for which corporations may be organized under Florida law.

ARTICLE IV

Authorized Shares. The aggregate number of shares that the corporation shall have the authority to issue is 1000 shares of Capital Stock with no par value.

No classes of stock. The shares of the corporation shall not be divided into classes.

No shares in series. The corporation is not authorized to issue shares in series.

ARTICLE V

The initial street address in Florida of the initial registered office of the corporation is 4115 14th Avenue West, Bradenton, FL 34205, and the name of the initial registered agent at such address is Philip A. Nathan.

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TALLAHASSEE, FLORIDA

ARTICLE VI

The initial board of directors shall consist of two (2) members, who need not be residents of the State of Florida or shareholders of the corporation.

ARTICLE VII

The names and addresses of the persons who shall serve as directors until the first annual meeting of shareholders, or until successors shall have been elected and qualified are as follows:

<u>Name</u>	<u>Number & Street</u>	<u>City, State & Zip Code</u>
Philip A. Nathan	4115 14 th Avenue West	Bradenton, FL 34205
Karen Nathan	4115 14 th Avenue West	Bradenton, FL 34205

ARTICLE VIII

The name and address of the initial incorporator is as follows:

<u>Name</u>	<u>Number & Street</u>	<u>City, State & Zip Code</u>
Philip A. Nathan	4115 14 th Avenue West	Bradenton, FL 34205

ARTICLE IX

An affirmative vote of a majority of the outstanding shares of the corporation shall be required for any shareholder action.

ARTICLE X

The shareholders shall have the power to adopt, amend, alter, change or repeal the articles of incorporation when proposed and approved at a shareholders meeting, upon the affirmative vote of a majority of the outstanding shares of the corporation.

ARTICLE XI

The holders of the common stock of this corporation shall have preemptive rights to purchase, at prices, terms and conditions that shall be fixed by the Board of Directors, such of the shares of the stock of this corporation as may be issued (for money, or any property or services) from time to time. The preemptive right of any shareholder shall be equal to the ratio that shareholder's issued shares of common stock held bears to the total number of shares of common stock then issued and outstanding.

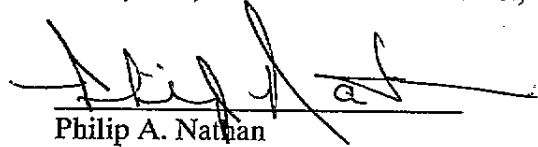
ARTICLE XII

The address of the principal office of the corporation is 4115 14th Avenue West, Bradenton, FL 34205.

ARTICLE XIII

The shareholders shall not be personally liable for the debts of the corporation.

IN WITNESS WHEREOF, the undersigned has made and subscribed of these articles of incorporation at the law office of Mackey, Mackey, Hall & Goethe, P.A., 1402 Third Avenue West, Bradenton, Florida, on June 22, 2001.


Philip A. Nathan

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

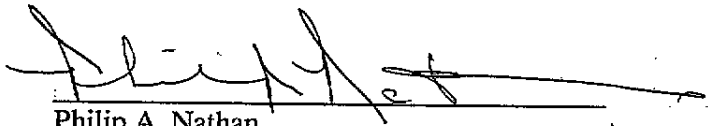
Pursuant to the provisions of § 607.0501, Florida Statutes (2001), FPMS, Inc., organized under the laws of the State of Florida, submits the following statement designating its registered agent and registered office:

1. The name of the corporation is: FPMS, Inc.
2. The name and address of the registered agent and office is:

Name: Philip A. Nathan
Address: 4115 14th Avenue West, Bradenton, FL 34205

HAVING BEEN NAMED AS REGISTERED AGENT 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.

Dated: June 22, 2001


Philip A. Nathan

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01 JUL -2 AM 9:30
SECRETARY OF STATE
TALLAHASSEE, FL 32304