

Troup & Associates, CPAs, PA

Certified Public Accountants

August 15, 2002

State of Florida
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

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-08/19/02--01028--012
*****78.75 *****78.75

Re: THE FINE GROUP, INC.

Dear Sirs:

Please find enclosed two copies of the Articles of Incorporation for the aforementioned, The Fine Group, Inc.

A check in the amount of \$78.75 for the filing of same, and the return of a certified copy, is attached.

If you have any questions or require additional information, please advise.

Sincerely,

David L. Troup

David L. Troup
Certified Public Accountant

DLT/pp

Enclosures (3)

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TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION

OF

THE FINE GROUP, INC.

I, the undersigned, make, subscribe, acknowledge and file with the Secretary of State of the State of Florida these Articles of Incorporation for the purpose of forming a corporation in accordance with the laws of the State of Florida.

ARTICLE I

The name of this corporation shall be:

THE FINE GROUP, INC.

ARTICLE II

The general purpose of the corporation shall be to conduct business or engage in any other activity under the laws of the State of Florida and the United States, whether for profit or otherwise.

ARTICLE III

The corporation shall begin existence as of the date of filing with the Secretary of State and shall have perpetual existence.

ARTICLE IV

The amount of capital with which the corporation will begin business shall not be less than Five Hundred Dollars (\$500.00).

ARTICLE V

The amount of capital stock authorized to be issued by the corporation shall be one hundred thousand (100,000) shares of common stock having a par value of one dollar (\$1.00) per share. Each of the shares of said stock shall entitle the holder thereof to one vote at any meeting of the stockholders. All or any part of said capital stock may be paid for in cash, property, labor or services at a fair evaluation to be fixed by the Board of Directors at a meeting called for such purpose. All stock when issued shall be paid for and shall be non-assessable. The stock

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shall be issued pursuant to Section 1244 of the Internal Revenue Code, 1954, as amended.

ARTICLE VI

The street address of the corporation's initial principal office shall be 4731 Central Avenue, St. Petersburg, Florida 33713, and the name of the corporation's initial registered agent at such address is David L. Troup. The corporation may change its registered office or its registered agent or both by filing with the Department of State of the State of Florida a statement complying with the provisions of Section 607.037 of the Florida Statutes.

ARTICLE VII

There shall not be fewer than five directors of said corporation. The directors are elected according to the by-laws.

ARTICLE VIII

The number of directors constituting the initial Board of Directors shall be five and the names and addresses of those persons to serve as members thereof are as follows:

Holly Hehenberger
7880 9th Avenue South
St. Petersburg, Florida 33707

Martha F. Berry
3129 Shoreline Drive
Clearwater, Florida 33760

William B. Fine
11100 7th Street East
Treasure Island, Florida 33706

Amy M. Anderson
1700 80th Street North
St. Petersburg, Florida 33710

James B. Fine
1359 80th Street South
St. Petersburg, Florida 33707

ARTICLE IX

The name and address of the incorporator is as follows:

David L. Troup
4731 Central Avenue
St. Petersburg, Florida 33713

ARTICLE X

The holders of the stock of this corporation shall have the preemptive right to subscribe for and purchase their proportionate share of any additional stock issued by the corporation from and after the issuance of the shares originally issued and subscribed for by the stockholders of this corporation, whether such additional shares be issued for cash, property, labor, services or any other consideration, and whether or not such shares be presently authorized or be authorized by subsequent amendment to these Articles of Incorporation.

ARTICLE XI

The corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter prescribed by statute and all rights conferred upon the stockholders herein shall be subject to this reservation.

IN WITNESS WHEREOF, I the undersigned, have executed these Articles of Incorporation for the uses and purposes therein stated, and have hereunto set my hand.

David L. Troup
David L. Troup

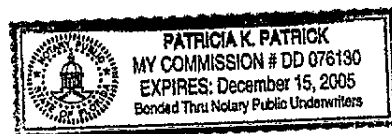
STATE OF FLORIDA
COUNTY OF PINELLAS

BEFORE ME, THE undersigned authority, on this 15th day of August, 2002, personally appeared David L. Troup who is personally known to me ~~or who has produced~~ (type of identification) as ~~identification~~ to be the person described in and who signed the foregoing Articles of Incorporation, and acknowledged to me that he executed the same freely and voluntarily for the uses and purposes therein expressed.

WITNESS my hand and official seal the year and day last aforesaid.

Patricia K. Patrick
NOTARY PUBLIC
State of Florida at Large

Seal:



CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITH THIS STATE, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED

In pursuance of Chapter 48.091, Florida Statutes, the following is
submitted, in compliance with said Act:

FIRST....That THE FINE GROUP, INC., desiring to organize under
the laws of the State of Florida with its principal office, as
indicated in the Articles of Incorporation at the City of St.
Petersburg, County of Pinellas, State of Florida, has named David
L. Troup, 4731 Central Avenue, St. Petersburg, Florida 33713 as
its agent to accept service of process within this State.

ACKNOWLEDGMENT: Having been named to accept service of process
for the above state corporation, at the place designated in this
certificate, I hereby accept to act in this capacity, and agree
to comply with the provision of said Act relative to keeping open
said office.

Dated this 15th day of August, 2002.

David L. Troup
David L. Troup

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