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ARTICLES OF INCORPORATION OF FBDA II, INC.

SECRETARY OF JUNIOR

ARTICLE I - NAME

The name of the Corporation is FBDA II, INC. (hereinafter called the "Corporation").

ARTICLE II - MAILING ADDRESS

The current principal place of business and mailing address of the Corporation is 6915 Red Road, Suite 220, Coral Gables, Florida 33143.

ARTICLE III - CAPITAL STOCK

The aggregate number of shares which the Corporation shall have the authority to issue is 10,000 shares of Common Stock, \$.01 par value per share.

ARTICLE IV - INITIAL REGISTERED AGENT

The name and street address of the initial registered office of the Corporation is:

Toni H. Alam, CPA 6915 Red Road, Suite 220 Coral Gables, Florida 33143

ARTICLE V - INCORPORATOR

The name of the incorporator of the Corporation is Toni H. Alam, CPA, and the address of the incorporator is 6915 Red Road, Suite 220, Coral Gables, Florida 33143.

ARTICLE VI - AMENDMENT

These Articles of Incorporation may be altered, amended or repealed by the shareholders of the Corporation in accordance with the applicable provisions of Florida law.

<u>ARTICLE VII - EFFECTIVE DATE</u>

The Effective Date of these Articles of Incorporation shall be the date of filing of these Articles of Incorporation with the Florida Department of State.

IN WITNESS WHEREOF, the incorporator has executed these Articles of Incorporation this 8 day of April, 2003.

Toni H. Alam, CPA, Incorporator

ACCEPTANCE BY REGISTERED AGENT OF FBDA II, INC.

The undersigned, whose business address is 6915 Red Road, Suite 220, Coral Gables, Florida 33143, hereby accepts appointment as the initial registered agent of **FBDA II, INC.**, a Florida corporation, and accepts the obligations provided for in Section 607.0505, Florida Statutes.

By: Toni H. Alam, CPA

