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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2004 MAR -2 P 12:51

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LAW OFFICES
RICHARD J. LEE
PROFESSIONAL ASSOCIATION

5TH FLOOR GABLES INTERNATIONAL PLAZA
2655 LEJEUNE ROAD
CORAL GABLES, FLORIDA 33134

RICHARD J. LEE, LL.M.

H. HUGH MCCONNELL, III
OF COUNSEL

TELEPHONE (305) 444-1414
TELECOPIER (305) 444-239
E-MAIL
RJLEELAW@BELLSOUTH.NET

February 24, 2004

Secretary of State
Division of Corporations
P.O. Box 5588
Tallahassee, Florida 32314

VIA: U.S. MAIL

Dear Madam or Sir:

Enclosed are the following:

1. Two originals of the Articles of Incorporation of FCM Investments Co.
2. Two copies of Certificate Designating Registered Agent.
3. A check payable to the Secretary of State in the amount of \$78.75 for filing, certified copy and registered agent fees.

Please return the certified copy of the Articles of Incorporation to the undersigned at the above address. Thank you in advance for your attention in this matter.

Very truly yours,

RICHARD J. LEE, P.A.

By 

RJL:gz
Enclosures

RECEIVED
04 MAR -2 AM 11:11
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

FCM INVESTMENTS CO.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

The undersigned incorporator to these Articles of Incorporation hereby forms a corporation under the laws of the State of Florida.

ARTICLE I

NAME AND ADDRESS

The name and initial address of the corporation shall be:

FCM INVESTMENTS CO.
Gables International Plaza
2655 LeJeune Road
5th Floor
Coral Gables, Florida 33134

ARTICLE II

NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the State of Florida.

ARTICLE III

CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is Five Thousand (5,000) shares of common stock having a par value

of One Dollar (\$1.00) per share. Shares may be issued only for a consideration having, in the judgment of the Board of Directors, at least equivalent to the full par value of the stock to be issued. All shares issued shall be fully paid and nonassessable.

ARTICLE IV

TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE V

REGISTERED AGENT AND INITIAL OFFICE

The Registered Agent and the street address of the initial Registered Office of the corporation shall be:

RICHARD J. LEE
Fifth Floor - 2655 Le Jeune Road
Coral Gables, Florida 33134

The Board of Directors may from time to time, move the Registered Office to any other office address in the State of Florida.

ARTICLE VI

PREEMPTIVE RIGHTS

Every shareholder upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof at the price at which it is offered to others.

ARTICLE VII

DIRECTORS

The number of directors may be increased or diminished from time to time pursuant By-Laws

adopted by the stockholders, but shall never be less than One (1).

ARTICLE VIII

INCORPORATOR

The name and street address of the incorporator signing these Articles of Incorporation is:

RICHARD J. LEE, P.A.
Fifth Floor - 2655 Le Jeune Road
Coral Gables, Florida 33134

ARTICLE IX

CONFLICT OF INTEREST

No contract between this Corporation and another corporation or another individual shall be invalidated by reason of the fact that one or more of the officers or directors of this Corporation are officers or directors of the said other corporation, or by reason of the fact that one or more of the officers or directors of this Corporation may be the other individual or individuals contracting with this Corporation.

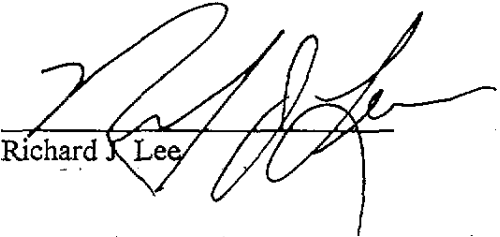
ARTICLE X

AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by majority vote of the Board of Directors, proposed by them to the stockholders, and approved at a stockholder's meeting by a majority vote of the stockholders entitled to vote thereon, unless all of the directors and all of the voting stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, the undersigned has hereunto set his

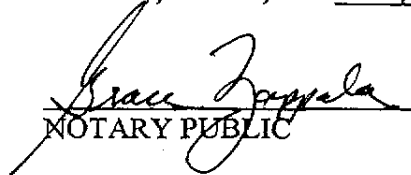
hand and seal this 24 day of February, 2004.


Richard J. Lee

STATE OF FLORIDA)
)ss
COUNTY OF MIAMI-DADE)

BEFORE ME, a Notary Public, personally appeared Richard J. Lee to me known to be the person described as Incorporator and who executed the foregoing Articles of Incorporation, and acknowledged before me that he subscribed to these Articles of Incorporation.

WITNESS my hand and official seal at Miami-Dade County, Florida, this 24th of February 2004.


NOTARY PUBLIC

My Commission Expires:

GRACE ZAPPALA
Notary Public, State of Florida
My comm. exp. Nov. 18, 2004
Comm. No. CC 978766

1223.02

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

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

That FCM Investments, Co., desiring to organize under the laws of the State of Florida, with its initial registered office, as indicated in the Articles of Incorporation, has named Richard J. Lee, P.A. of 2655 LeJeune Road, 5th Floor, Coral Gables, State of Florida, as its agent to accept service of process within this State.

ACKNOWLEDGEMENT:

Having been named to accept service of process for the above stated Corporation, at the place designated in this certificate, the undersigned hereby agrees to act in this capacity, and agrees to comply with the provisions of said Statute relative to keeping open said office.

Richard J. Lee, P.A.

By

Richard J. Lee, President

(Seal)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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