

2005/JUL/25/AM 11:44 AM PAUL CR SLACK WOL 239 261 4190 P 01  
Division of Corporations Page 1 of 1

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FLORIDA PROFIT CORPORATION OR P.A.  
FOUNDATION  
Fields Enterprises, Inc.

Certificate of Status	1
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P. 004



FLORIDA DEPARTMENT OF STATE  
Glenda E. Hood  
Secretary of State

June 24, 2005

JOHN CLAPPER III P.A.

SUBJECT: FIELDS ENTERPRISES, INC.  
REF: W05000030951

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION  
OF  
FIELDS FOUNDATION, INC.**

THE UNDERSIGNED, acting as sole incorporator of a corporation to be formed under the Florida Business Corporation Act, adopts the following Articles of Incorporation:

FIRST: The name of the corporation (the "Corporation") is:

**Fields Foundation, Inc.**

SECOND: The initial principal office and mailing address [specify both if different] of the Corporation is:

**Fields Foundation, Inc.  
1035 Port Orange Court  
Naples, Florida 34120**

THIRD: The aggregate number of shares that the Corporation is authorized to issue is One Thousand (1,000) shares of common stock and the par value of each share shall be one dollar par value (\$1.00). Par value shall have no effect on the Corporation's capital structure.

FOURTH: The street address of the initial registered office of the Corporation is:

**Fields Foundation, Inc.  
1035 Port Orange Court  
Naples, Florida 34120**

and the name and address of the Corporation's initial registered agent at such address is:

**James L. Fields, Jr.  
1035 Port Orange Court  
Naples, Florida 34120**

FIFTH: The number of directors constituting the initial Board of Directors of the Corporation is one (1), and the name and address of each person who is to serve as a director of the Corporation until the first annual meeting of the shareholders of the Corporation, or until one or more successors have been elected and qualify, is:

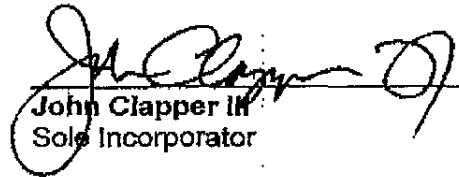
**James L. Fields, Jr.  
1035 Port Orange Court  
Naples, Florida 34120**

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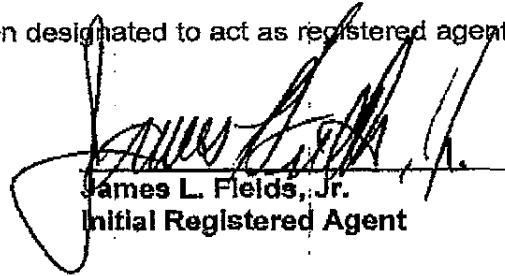
SIXTH: The name and address of the sole incorporator is:

**John Clapper III, Esq.  
John Clapper III, P.A.  
5147 Castello Drive  
Naples, FL 34103**

IN WITNESS WHEREOF, the undersigned, being the sole incorporator herein before named, for the purpose of forming a corporation under the Florida Business Corporation Act, has executed these Articles of Incorporation this 28 day of June 2005.

  
\_\_\_\_\_  
John Clapper III  
Sole Incorporator

I, **James L. Fields, Jr.**, having been designated to act as registered agent, hereby agree to act in this capacity.

  
\_\_\_\_\_  
James L. Fields, Jr.  
Initial Registered Agent