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TALLAHASSEE, FLORIDA

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FLORIDA PROFIT CORPORATION OR P.A.

FCV MERGER SUB, INC.

D. WHITE JUL 28 2005

Certificate of Status	0
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION  
OF  
FCV MERGER SUB, INC.**

The undersigned, being a natural person competent to contract, does make, subscribe and file these Articles of Incorporation for the purpose of organizing a corporation under the laws of the State of Florida.

**ARTICLE I  
CORPORATE NAME**

The name of this Corporation shall be: FCV Merger Sub, Inc.

**ARTICLE II  
PRINCIPAL OFFICE AND MAILING ADDRESS**

The principal office and mailing address of the Corporation is 7601 N. Federal Highway, Suite 240B, Boca Raton, Florida 33487.

**ARTICLE III  
NATURE OF CORPORATE BUSINESS AND POWERS**

The general nature of the business to be transacted by this Corporation shall be to engage in any and all lawful business permitted under the laws of the United States and the State of Florida.

**ARTICLE IV  
CAPITAL STOCK**

The maximum number of shares that this Corporation shall be authorized to issue and have outstanding at any one time shall be (i) One Million (1,000,000) shares of common stock, par value \$.0001 per share; and (ii) Three Hundred Thousand (300,000) shares of preferred stock, par value \$.0001 per share. Classes and series of the preferred stock may be created and issued from time to time, with such designations, preferences, conversion rights, cumulative, relative, participating, optional or other rights, including voting rights, qualifications, limitations or restrictions thereof as shall be stated and expressed in the resolution or resolutions providing for the creation and issuance of such classes of preferred stock as adopted by the Board of Directors.

**ARTICLE V  
TERM OF EXISTENCE**

This Corporation shall have perpetual existence.

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**ARTICLE VI  
REGISTERED AGENT AND INITIAL REGISTERED OFFICE IN FLORIDA**

The Registered Agent and the street address of the initial Registered Office of this Corporation in the State of Florida shall be Pasquale "Pat" Paolini, at 7601 N. Federal Highway, Suite 240B, Boca Raton, Florida 33487.

**ARTICLE VII  
BOARD OF DIRECTORS**

This Corporation shall have one (1) director initially.

**ARTICLE VIII  
INITIAL DIRECTORS**

The names the initial director of this corporation is Pasquale "Pat" Paolini. The addresses of the initial director is 7601 N. Federal Highway, Suite 240B, Boca Raton, Florida 33487.

**ARTICLE IX  
INCORPORATOR**

The name and address of the person signing these Articles of Incorporation as the Incorporator is Pasquale "Pat" Paolini, 7601 N. Federal Highway, Suite 240B, Boca Raton, FL 33487.

**ARTICLE X  
INDEMNIFICATION**

This Corporation may indemnify any director, officer, employee or agent of the Corporation to the fullest extent permitted by Florida law.

**ARTICLE XI  
AFFILIATED TRANSACTIONS**

This Corporation expressly elects not to be governed by Section 607.0901 of the Florida Business Corporation Act, as amended from time to time, relating to affiliated transactions.

IN WITNESS WHEREOF, the undersigned Incorporator has executed the foregoing Articles of Incorporation this July 25, 2005.

  
Pasquale "Pat" Paolini, Incorporator

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**CERTIFICATE DESIGNATING REGISTERED AGENT  
AND OFFICE FOR SERVICE OF PROCESS**

FCV Merger Sub, Inc., a corporation existing under the laws of the State of Florida, with its principal office and mailing address 7601 N. Federal Highway, Suite 240B, Boca Raton, Florida 33487, has named, Pasquale "Pat" Paolini with his address at 7601 N. Federal Highway, Suite 240B, Boca Raton, Florida 33487, as its agent to accept service of process within the State of Florida.

**ACCEPTANCE:**

Having been named to accept service of process for the above-named Corporation, at the place designated in this Certificate, I accept the appointment as Registered Agent, and agree to comply with all applicable provisions of law. In addition, I am familiar with and accept the duties and responsibilities as Registered Agent for said Corporation.

  
Pasquale "Pat" Paolini, Registered Agent

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STATE OF FLORIDA  
TALLAHASSEE, FLORIDA

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