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TALLAHASSEE, FLORIDA

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06/18/08--01005--004 **78.75

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DEPARTMENT OF STATE
DIVISION OF CORPORATIONS

W08-29692

B. McKnight JUN 24 2008

ECTS

EXPRESS CORPORATE FILING SERVICE, INC
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CORAL GABLES, FL 33134
PH: (305)444-4994 FAX: (305)444-4977

OFFICE USE ONLY

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. F.P.C. of Florida Inc.
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

- ☐ Walk in ☒ Pick up time ☒ Certified Copy
☐ Mail out ☐ Will wait ☐ Photocopy ☐ Certificate of Status

NEW FILINGS	
<input checked="" type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

* Please
File
corporation
1st. Fictious
name 2nd.



FLORIDA DEPARTMENT OF STATE
Division of Corporations

RECEIVED
08 JUN 23 AM 10:58
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

June 19, 2008

EXPRESS CORPORATE FILING SERVICE, INC.

SUBJECT: F.P.C. OF FLORIDA, INC.
Ref. Number: W08000029692

We have received your document for F.P.C. OF FLORIDA, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

Adding "of Florida" or "Florida" to the end of a name is not acceptable.

Please return the corrected original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6931.

Becky McKnight
Regulatory Specialist II
New Filing Section

Letter Number: 708A00037266

Becky, Please remember that
there is also a fictitious name
to follow (Foreclosure Prevention Center)

Certificate of Incorporation

of

F.P.C. GROUP, INC.

The undersigned subscriber to these ARTICLES OF INCORPORATION a natural person(s) competent to contract, forms a Corporation under the laws of the State of Florida.

Article One

The name of this Corporation shall be:

F.P.C. GROUP, INC.

Article Two

The principal place of business and mailing address of this Corporation :

**3191 Coral Way Suite 1005
Miami, Florida 33145**

Article Three

The general nature of business or businesses to be transacted will be: The transaction of any and all lawful business for which corporations may be form under the laws of the State of Florida. And all the amendments and supplements thereto, or any law enacted to take the place thereof.

To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidence of indebttness, execute mortgages, transfer of corporate property or other instrument to secure the payment of corporate property indebttness as required. To seek independent distributors or investors to promote in a franchise type structure our products. Furthermore:

This corporation may engage in any activity or business permitted under the laws of the United States of America and laws of the State of Florida including all of the above, but not limited to same.

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08 JUN 23 AM 10:11
SECRETARY OF STATE
TALLAHASSEE FLORIDA

Article Four

Terms of Existence

This corporation shall have perpetual existence unless sooner dissolved in accordance with the laws of the State of Florida. The date on which corporate existence shall begin is: UPON ACCEPTANCE BY THE SECRETARY OF STATE.

Article Five

Capital Stock

- | | |
|---|---|
| A. <u>Designation:</u> | The Stock of this corporation shall be known as common stock. |
| B. <u>Authorized:</u> | The authorized number of shares of common stock that this corporation may issue is: One hundred thousand (100,000) SHARES |
| C. <u>Par-Value:</u> | Each share of common stock shall have a par value of : One Cent (\$0.01) of a DOLLAR. |
| D. <u>Minimum Capital:</u> | The amount of capital with which the corporation shall begin shall not be less that: ONE THOUSAND DOLLARS (\$1,000.00) |
| E. <u>Considerations:</u> | Shares of common stocks may be issue in exchange for cash, real property, labor or services rendered, or any combination of the foregoing. In absence of fraud in the transaction, the judgment of the Board of Directors as to the value of any such consideration shall be conclusive. |
| F. <u>Non-Assess ability:</u> | Each share of common stock shall be issue in exchange for consideration which is at least equal to the par value thereof, and shall be fully paid and non-assessable. |
| G. <u>Voting Rights:</u> | Each Share of common stock entitles the record holder thereof to one vote upon each proposal presented at meetings of the stockholders of the corporation. In the event of a dead-lock vote, an independent arbitrator will make the final decision. |
| H. <u>Dividends:</u> | Record holders of common stock are entitled to receive their pro-rate share of any dividends that may be declared by the board of Directors out of assets legally available for such purpose. |

I. Liquidation:

Holders of common stock are entitled, in the event of the liquidation or dissolution of this corporation, to receive their pro-rata share of any assets of this corporation remaining after payment of all corporate debts and obligations.

I. Indemnification

The corporation shall indemnify, or advance expenses to, to the fullest extent authorized or permitted by the Act, any person made, or threatened to be a party to any action, suit or proceeding by reason of the fact that he: (I) is or was a director of the corporation; (II) is or was an officer of the corporation, provided that he is or was at the time a director of the corporation; or (III) is or was serving at the request of the corporation as a director, officer, agent or employee of another corporation, partnership, joint venture, trust or other enterprise, provided that he is or was at the time a director of the corporation.

Except for those persons entitled to indemnification pursuant to the 1st paragraph of this Article Four, the Board of Directors of the Corporation shall have, unless otherwise expressly prohibited by the Act, the sole and exclusive discretion, on such terms and conditions as it shall determine, to indemnify, or advance expenses to, any person made, or threatened to be made, a party to any action, suit or proceeding by reason of the fact that he is or was an officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise.

Except for those persons entitled to indemnification pursuant to the 1st paragraph of this Article Four, no person may apply for indemnification or advancement of expenses to any court of competent jurisdiction.

Article Six

Officers /Directors, Name and Address

This corporation shall have 1 Director(s) initially, although the number of Directors may increase or diminish from time to time by the stockholders but shall never be less than one .

PRESIDENT / DIRECTOR

**Armando J. Hernandez Sr.
3191 Coral Way, Suite 1005, Miami, FL 33145**

Article Seven
Terms of Existence

This corporation shall have perpetual existence unless sooner dissolved in accordance with the laws of the State of Florida . The date on which corporate existence shall begin is: UPON ACCEPTANCE BY THE SECRETARY OF STATE.

Article Eight
Amendment

This Certificate of Incorporation may be amended in any manner consistent with the laws of the State of Florida.

IN WITNESS WHEREOF, the undersigned subscriber(s) does make, subscribe, acknowledge and file this Certificate for the purpose of forming a corporation for profit under the laws of the State of Florida.

DATE: June 17, 2008



Armando J. Hernandez Sr. / President

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

3191 Coral Way Suite 1005 Miami, FL 33145

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

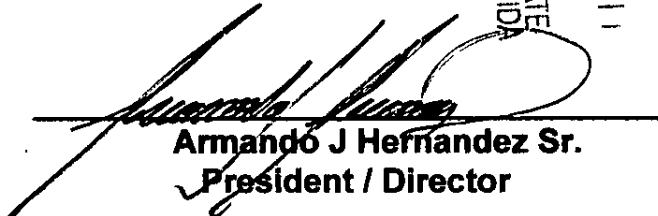
F.P.C. GROUP, INC.

Desiring to organized under the Laws of the STATE OF FLORIDA, with its principal office indicated in the Articles of Incorporation, at the City of Miami, County of Dade, State of Florida, has named:

Armando J. Hernandez Sr.
3191 Coral Way Suite 1005
Miami, Florida 33135

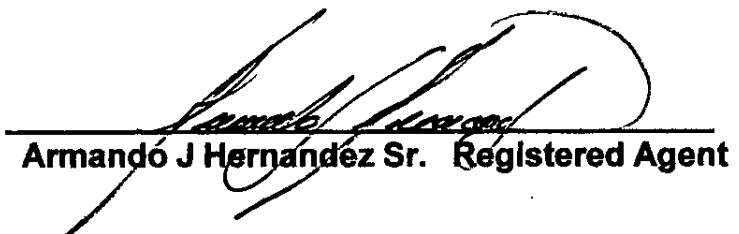
as its agent to accept service of process within this state

Dated: June 17th, 2008

APPROVED
AND
FILED
08 JUN 23 AM 10:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Armando J Hernandez Sr.
President / Director

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE ESTATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT TO ACT IN THIS CAPACITY AND AGREE TO COMPLY WITH THE PROVISION OF THE SAID ACT RELATIVE TO KEEPING OPEN SAID OFFICE.

Dated: June 17th, 2008


Armando J Hernandez Sr. Registered Agent