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TALLAHASSEE, FLORIDA

FLORIDA PROFIT/NON PROFIT CORPORATION

FF MERGER SUB, INC.

Certificate of Status	1
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I - NAME

The name of this corporation is FF Merger Sub, Inc. Its principal office address and business mailing address is 6075 Poplar Avenue, Suite 300, Memphis, Tennessee 38119.

ARTICLE II - NATURE OF BUSINESS

The Corporation may engage in or transact all lawful activities or businesses permitted under the laws of the United States, the State of Florida, or any other state, country, territory or nation.

ARTICLE III - CAPITAL STOCK

The aggregate number of shares of all classes of capital stock which the Corporation shall have authority to issue is 105,000,000 non-assessable shares, 100,000,000 of which shall be of a class designated as common stock (the "Common Stock") with a par value of \$0.001 per share, and 5,000,000 shares of which shall be designated as preferred stock (the "Preferred Stock") with a par value of \$0.001 per share. The Preferred Stock may be issued from time to time in series, with such designation, preferences, conversion rights, cumulative, relative, participating, optional or other rights, qualifications, limitation or restrictions thereof as shall be stated and expressed in the resolution or resolutions providing for the issuance of such Preferred Stock, adopted by the Board of Directors.

The Common Stock shall have unlimited voting rights as provided in the Florida Business Corporation Act. None of the shares of the Corporation shall carry with them the preemptive right to acquire additional or other shares of the Corporation. There shall be no cumulative voting of shares.

ARTICLE IV – REGISTERED AGENT

The street address of the initial registered office of this Corporation shall be Corporate Center Three at International Plaza , 4221 W. Boy Scout Boulevard, 10th Floor, Tampa, Florida 33607-5736, and the initial registered agent of this corporation at such office shall be CFRA, LLC, a Florida limited liability company, who upon accepting this designation agrees to comply with the provisions of Chapters 48 and 607, Florida Statutes as amended from time to time, with respect to keeping an office open for service of process.

ARTICLE V – TERM OF EXISTENCE

The Corporation shall exist perpetually.

ARTICLE VI – DIRECTORS

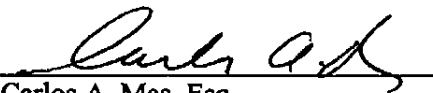
The initial Board of Directors shall consist of one member and he shall serve under such terms and conditions as shall be specified in the Bylaws. The number of directors may be increased or decreased from time to time by vote of the Board of Directors, but in no case shall the number of directors be less than one nor more than seven. The name and address of the directors constituting the initial Board of Directors is:

<u>Name</u>	<u>Address</u>
James M. Davis	6075 Poplar Avenue, Suite 300 Memphis, Tennessee 38119

ARTICLE VII - INCORPORATOR

The name and address of the incorporator to these Articles of Incorporation is Carlos A. Mas, Esq., Carlton Fields, P.A., 100 SE Second Street, Suite 4000, Miami, Florida 33131.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal on this 6th day of January, 2009.


Carlos A. Mas, Esq.

ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the above stated corporation, at the place designated in these Articles of Incorporation; (i) I hereby accept the appointment of registered agent and agree to act in this capacity; (ii) I agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties; and (iii) I am familiar with and accept the duties and obligations of my position as registered agent.

Dated this 6th day of January, 2009.

REGISTERED AGENT

CFRA, LLC,
a Florida limited liability company

By: 
Carlos A. Mas, Esq.

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