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FLORIDA PROFIT/NON PROFIT CORPORATION

FFI Holdings, Inc.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
FFI HOLDINGS, INC.

ARTICLE I - NAME

The name of this corporation is **FFI HOLDINGS, INC.**

ARTICLE II - INITIAL PRINCIPAL OFFICE AND MAILING ADDRESS

The address of the initial principal place of business of the corporation is 861 West Morse Blvd., Suite 250, Winter Park, Florida, 32789. The initial mailing address of the corporation is 861 West Morse Blvd., Suite 250, Winter Park, Florida, 32789.

ARTICLE III - AUTHORIZED SHARES

The total number of shares of all classes of stock that this Corporation shall have the authority to issue is 40,000,000 shares, consisting of:

- (a) 30,000,000 shares of common stock, par value \$.01 per share (the "Common Stock"); and
- (b) 10,000,000 shares of preferred stock, par value \$.01 per share (the "Preferred Stock").

The designations, powers, preferences and relative participating, optional or other special rights, and the qualifications, limitations and restrictions thereof in respect of the Common Stock and the Preferred Stock are as follows:

A. COMMON STOCK

1. Dividends, Liquidation, Voting, etc. The Common Stock shall be subject to the express terms of the Preferred Stock, if any, and any class or series thereof. Subject to the preferential dividend rights applicable to shares of any class or series of Preferred Stock, the holders of shares of Common Stock shall be entitled to receive when, as and if declared by the Board of Directors, out of funds legally available therefor, dividends and other distributions payable in cash, property, stock (including shares of any class or series of this Corporation, whether or not shares of such class or series are already outstanding) or otherwise. In the event of any voluntary or involuntary liquidation, dissolution or winding up of this Corporation and after the holders of the Preferred Stock shall have been paid in full the amounts to which they shall be entitled, if any, or a sum sufficient for such payment in full shall have been set aside, the holders of shares of the Common Stock shall be entitled to receive all of the remaining assets of this Corporation available for distribution to its shareholders, ratably in proportion to the number of shares of the Common Stock held by them. Each share of Common Stock shall have one (1) vote on all matters that are submitted to shareholders for vote.

2. Sales and Repurchases: Shares of Common Stock may be issued by this Corporation for such consideration, having a value of not less than the par value thereof, as is determined by the Board of Directors. The Board of Directors shall have the power to cause this Corporation to purchase, out of funds legally available therefor, shares of Common Stock from such persons and for such consideration as the Board of Directors shall from time to time in its discretion determine, and as otherwise permitted by law.

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B. BLANK CHECK PREFERRED STOCK

1. Issuance. The blank check Preferred Stock may be issued from time to time in one or more class or series. Subject to the limitations set forth herein and any limitations prescribed by law, the Board of Directors is expressly authorized, prior to issuance of any class or series of blank check preferred stock, to fix by resolution or resolutions providing for the issue of any class or series the number of shares included in such class or series and the designations, relative powers, preferences and rights, and the qualifications, limitations or restrictions of such class or series. Pursuant to the foregoing general authority vested in the Board of Directors, but not in limitation of the powers conferred on the Board of Directors thereby and by the Florida Business Corporation Act, the Board of Directors is expressly authorized to determine with respect to each class or series of blank check preferred stock:

- (a) the designation or designations of such class or series and the number of shares constituting such class or series;
- (b) the rate or amount and times at which, and the preferences and conditions under which, dividends, if any, shall be payable on shares of such class or series, the status of such dividends as cumulative or non-cumulative, the date or dates from which dividends, if cumulative, shall accumulate, and the status of such shares as participating or nonparticipating after the payment of dividends as to which such shares are entitled to any preference;
- (c) the rights and preferences, if any, of the holders of shares of such class or series upon the liquidation, dissolution or winding up of the affairs of, or upon any distribution of the assets of, this Corporation, which amount may vary depending upon whether such liquidation, dissolution or winding up is voluntary or involuntary and, if voluntary, may vary at different dates, and the status of the shares of such class or series as participating or nonparticipating after the satisfaction of any such rights and preferences;
- (d) whether the class or series is to have voting rights, full or limited, or is to be without voting rights;
- (e) the times, terms and conditions, if any, upon which shares of such class or series shall be subject to redemption, including the amount the holders of shares of such class or series shall be entitled to receive upon redemption (which amount may vary under different conditions or at different redemption dates) and the amount, terms, conditions and manner of operation of any purchase, retirement or sinking fund to be provided for the shares of such class or series;
- (f) the rights, if any, of holders of shares of such class or series to convert such shares into, or to exchange such shares for, shares of any other class or classes or of any other series of the same or any other class or classes, the prices or rates of conversion or exchange, and adjustments thereto, and any other terms and conditions applicable to such conversion or exchange;
- (g) the limitations, if any, applicable while such class or series is outstanding on the payment of dividends or making of distributions on, or the acquisition or redemption of, Common Stock or any other class or series of shares ranking junior, either as to dividends or upon liquidation, to the shares of such class or series;
- (h) the conditions or restrictions, if any, upon the issue of any additional shares (including additional shares of such class or series or any other class or series) ranking on a parity with or prior to the shares of

such class or series either as to dividends or upon liquidation; and

(i) any other relative powers, preferences and participating, optional or other special rights, and the qualifications, limitations or restrictions thereof, of shares of such class or series; in each case, so far as not inconsistent with the provisions of this Articles of Incorporation or the Florida Business Corporation Act as then in effect.

The shares of each class or series of the Preferred Stock may vary from the shares of any other class or series thereof in any or all of the foregoing respects. Shares of any class or series of Preferred Stock that shall be issued and thereafter acquired by this Corporation through purchase, redemption (whether through the operation of a sinking fund or otherwise), conversion, exchange or otherwise shall, upon appropriate filing and recording to the extent required by law, have the status of authorized and unissued shares of Preferred Stock and may be reissued as part of such class or series or as part of any other class or series of Preferred Stock. Unless otherwise provided in the resolution or resolutions of the Board of Directors providing for the issuance thereof, the number of authorized shares of stock of any class or series of Preferred Stock may be increased or decreased (but not below the number of shares thereof then outstanding) by resolution or resolutions of the Board of Directors and appropriate filing and recording to the extent required by law. In case the number of shares of any such class or series of Preferred Stock shall be decreased, the shares representing such decrease shall, unless otherwise provided in the resolution or resolutions of the Board of Directors providing for the issuance thereof, resume the status of authorized but unissued shares of Preferred Stock, undesignated as to class or series.

ARTICLE IV - INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The street address of the initial registered office of the corporation is 861 West Morse Blvd., Suite 250, Winter Park, Florida, 32789 and the initial registered agent of the corporation at that address is John D. Thedford.

ARTICLE V - INCORPORATOR

The name and address of the incorporator is as follows:

Name

John D. Thedford

Address


861 West Morse Blvd., Suite 250
Winter Park, Florida, 32789

ARTICLE VI - INDEMNIFICATION

The corporation shall, to the fullest extent permitted by the laws of Florida, including, but not limited to Section 607.0850 of the Florida Business Corporation Act, as the same may be amended and supplemented from time to time, indemnify any and all directors and officers of the corporation.

ARTICLE VII - AMENDMENT

The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.


John D. Thedford, Incorporator

