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FLORIDA PROFIT/NON PROFIT CORPORATION  
FMC ASSET ACQUISITION CORP.

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Corporate Filing Menu

Help

1/4

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**ARTICLES OF INCORPORATION  
OF  
FMC ASSET ACQUISITION CORP.**

Pursuant to the provisions of Section 607.0202 of the Florida Business Corporation Act, the undersigned does hereby execute and submit for filing with the Florida Department of State these Articles of Incorporation as follows:

**ARTICLE I - NAME**

The name of the corporation is FMC Asset Acquisition Corp.

**ARTICLE II - ADDRESS**

The principal office and mailing address of the corporation is c/o William J. Gross, Stearns Weaver Miller Weissler Alhadeff & Sitterson, P.A., 150 West Flagler Street, Suite 2200, Miami, Florida 33130.

**ARTICLE III - CAPITAL STOCK**

The corporation is authorized to issue 1,000 shares of common stock, par value \$0.01 per share.

**ARTICLE IV - REGISTERED OFFICE AND REGISTERED AGENT**

The address of the registered office of the corporation is 150 West Flagler Street, Suite 2200, Miami, Florida 33130, and the name of the registered agent of the corporation at such address is William J. Gross.

**ARTICLE V - INCORPORATOR**

The name and address of the person signing these Articles of Incorporation as Incorporator is as follows:

**Name**

William J. Gross

**Address**

c/o Stearns Weaver Miller Weissler  
Alhadeff & Sitterson, P.A.  
150 West Flagler Street, Suite 2200  
Miami, FL 33130

**ARTICLE VI - BOARD OF DIRECTORS**

The initial members of the Board of Directors of the corporation will be as follows:

Victor F. Keen  
c/o Duane Morris LLP  
30 S 17<sup>th</sup> Street  
Philadelphia, PA 19103-  
4196

W. James Tozer, Jr.  
c/o Vectra Management Group  
424 West 33<sup>rd</sup> St.  
Suite 540  
New York, NY 10001

Raju L. Shah  
c/o Craton Capital, L.P.  
1639 11th St., Suite 259  
Santa Monica, CA 90404

**ARTICLE VII - INDEMNIFICATION**

This Corporation shall indemnify any and all of its directors, officers, employees or agents or former directors, officers, employees or agents or any person or persons who may have served at its request as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise in which it owns shares of capital stock or of which it is a creditor, to the full extent permitted by law. Said indemnification shall include, but not be limited to, the expenses, including the cost of judgments, fines, settlements and counsel's fees, actually and necessarily paid or incurred in connection with any action, suit or proceeding, whether civil, criminal, administrative or investigative, and any appeals thereof, to which any such person or his or her legal representative may be made a party or may be threatened to be made a party by reason of his or her being or having been a Director, officer, employee or agent as herein provided. The foregoing right of indemnification shall not be exclusive of any other rights to which any Directors, officer, employee or agent may be entitled as a matter of law or which he or she may be lawfully granted.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation as of this 23<sup>rd</sup> day of August, 2013.

  
\_\_\_\_\_  
William J. Gross, Incorporator

**REGISTERED AGENT'S ACCEPTANCE**

Having been named as registered agent and to accept service of process for FMC Asset Acquisition Corp. at the place designated in this certificate, the undersigned hereby accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of his/her duties, and is familiar with and accepts the obligations of his/her position as registered agent as provided for in Chapter 607, Florida Statutes.

Dated: August 23, 2013

  
\_\_\_\_\_  
William J. Gross, Registered Agent

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