

CORPORATION INFORMATION
SERVICES, INC.
1201 HAYS STREET
TALLAHASSEE, FL 32301
904-222-9171
904-222-0193 FAX

800-342-8086

P95000010060

csc networks

95 FEB -7 11 53

DIVISION

MAIL TO:
P.O. Box 5828
TALLAHASSEE, FL 32314

ACCOUNT NO. : 072100000032

REFERENCE : 537114 8306A

AUTHORIZATION : *Patricia Pijet*

COST LIMIT : \$ 70.00

2000001 898742

ORDER DATE : February 6, 1995

ORDER TIME : 3:19 PM

ORDER NO. : 537114

CUSTOMER NO: 8306A

CUSTOMER: Ross Manella, Esq
ILOVITCH MANELLA &
KLAPHOLZ, P.A.
2206 Hollywood Boulevard

Hollywood, FL 33020

DOMESTIC FILING

P95000010060

NAME: FOUNDATION INVESTMENTS OF
AMERICA, INC.

XX ARTICLES OF INCORPORATION
CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY
XX PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jodie Krebs

EXAMINER'S INITIALS:

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FILED
95 FEB -7 11 10 34
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
FOUNDATION INVESTMENTS OF AMERICA, INC.**

FILED
95 FEB -7 AM 10:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

FOUNDATION INVESTMENTS OF AMERICA, INC.

The address of the principal office of this corporation shall be 2206 Hollywood Boulevard, Hollywood, Florida 33020 and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business 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 maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock having \$1.00 par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 2206 Hollywood Boulevard, Hollywood, Florida 33020, and the name of the initial registered agent of the corporation at that address is Ross Manella.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have two Directors, initially. The names and addresses of the initial members of the Board of Directors are:

Scott Roberts	2206 Hollywood Boulevard
Dir.	Hollywood, Florida 33020

Marcus Ellner	Same
Dir.	

ARTICLE VII. OFFICERS

The names and addresses of the initial officers of the corporation who shall hold office for the first year of the corporation, or until their successors are elected or appointed are:

Scott Roberts Pres.	2206 Hollywood Boulevard Hollywood, Florida 33020
Marcus Ellner V.Pres./Sec./Treas.	Same

ARTICLE VIII. INDEMNIFICATION

The corporation man indemnify any officer, director, employee, or agent of any former officer, director, employee, or agent to the extent permitted by law.

ARTICLE IX. RESTRICTION ON NEW STOCK

No new corporate shares of any class shall be authorized or issued without the express written unanimous consent of the shareholders. Minority shareholders shall consent to authorization and issuance authorization and issuance of additional shares where minority interest are satisfactorily protected from dilution of their interest without requirement of additional consideration for such protection.

ARTICLE X. MEETINGS BY CONFERENCE CALL

Members of the Board of Directors may participate in special meetings of the Board of Directors by means of a conference telephone call as provided by law, but regular meetings of the Board of Directors must be attended in fact and in person by each candidate.

ARTICLE XI. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation:

Corporation Information Services, Inc.
1201 Hays Street
Tallahassee, Florida 32301

IN WITNESS WHEREOF, the undersigned agent of Corporation Information Services, Inc., has hereunto set their hand and seal of Corporation Information Services, Inc., on February 6, 1995.

CORPORATION INFORMATION SERVICES, INC.

By: _____

Gail Shelby
Its Agent, Gail Shelby

FILED
95 FEB -7 4:10:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCEPTANCE OF REGISTERED AGENT
DESIGNATED IN THE ARTICLES OF INCORPORATION

Ross Manella, an individual residing in this State having a business office identical with the registered office of the corporation named below, and having been designated as the Registered Agent in the above and foregoing Articles of Incorporation of:

FOUNDATION INVESTMENTS OF AMERICA, INC.

is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

By: _____

Ross Manella

CORPORATION INFORMATION
SERVICES, INC.
1201 HAYS STREET
TALLAHASSEE, FL 32310
904-222-9171
904-222-0393 FAX

CSC networks

MAIL TO:
P.O. Box 5828
TALLAHASSEE, FL 32314

800-342-8086

P95000010060

95 FEB -8 PM 11:15

DIVISION OF CORPORATION

ACCOUNT NO. : 072100000032

REFERENCE : 537114 8306A

AUTHORIZATION :

COST LIMIT : \$ 35.00

Patricia P. Smith

ORDER DATE : February 6, 1995

ORDER TIME : 9:43 AM

ORDER NO. : 537114

600001400516

CUSTOMER NO: 8306A

CUSTOMER: Ross Manella, Esq
Ilovitch Manella &
2206 Hollywood Boulevard

Hollywood, FL 33020

DOMESTIC AMENDMENT FILING

NAME: FOUNDATION INVESTMENTS OF
AMERICA, INC.

FILED
95 FEB -8 PM 12:04
SECRETARY OF STATE
TALLAHASSEE FLORIDA

XX ARTICLES OF AMENDMENT
RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY
XX PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Danny G. Smith

EXAMINER'S INITIALS: _____

2/8
John
Name
Change

FILED
95 FEB - 8 PM 12:04
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION

ARTICLE I of the Articles of Incorporation of
FOUNDATION INVESTMENTS OF AMERICA, INC. shall be amended to read as
follows:

ARTICLE I. NAME

The name of the corporation shall be:

FOUNDATION INVESTORS GROUP, INC.

All other paragraphs and articles of the Articles of
Incorporation shall remain unchanged.

The foregoing amendment was adopted by the Incorporator
without shareholder action because shareholder action was not
required.

The foregoing amendment was adopted on the 8th day
of February, 1995.

Corporation Information Services, Inc.

Gail Shelby
BY: Its Incorporator,
Its Agent, Gail Shelby