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TO: DIVISION OF CORPORATIONS, EMPLOYMENT COMPANIES
STATE OF FLORIDA
409 EAST SAMFORD AVENUE
TALLAHASSEE, FL 32399
CONTACT: RAY STORMONT
PHONE: (305) 541-3694
FAX: (305) 541-3770

(((H95000002050))) DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.
NAME: F & M HOLDING CORP.

FAX AUDIT NUMBER: H95000002050
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TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION
OF
F & M HOLDING CORP.

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ARTICLE I - NAME

The name of this corporation is: F & M Holding Corp.

The principal place of business is:

25 SE 2nd Avenue, 12th Floor, Miami, Florida 33131

ARTICLE II - DURATION

This corporation shall have perpetual existence commencing on the date of the filing of these Articles of Incorporation with the Department of State.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes, as now exists or may hereafter be amended.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 3000 shares of \$1.00 par value common stock which shall be designated as "Common Shares".

ARTICLE V - PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation, shall have the right to purchase his pro-rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 150 S.E. 2nd Avenue, Suite 1005, Miami, Florida 33131 and the name of the initial registered agent is Mark C. Bruni. The Board of Directors from time to time may move the Registered office to any other address in the State of Florida.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have one director constituting the initial Board of Directors. The number of directors may be either increased or decreased from time to time by the bylaws; however, there shall never be less than one Director. The names and addresses of the initial Board of Directors of the corporation are: Mark C. Bruni, 150 SE 2nd Ave., #1005, Miami, FL 33131;

MARK C. BRUNI
FL Bar # 734977
150 S.E. 2nd AVENUE
TENTHOUSE 1
MIAMI, FL 33131
(305) 358-8034

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ARTICLE VIII - INCORPORATORS

The names and addresses of the incorporators signing these articles of incorporation are: Mark C. Bruni, 150 SE 2nd Ave., #1008, Miami, FL 33131.

ARTICLE IX - INDEMNIFICATION

This corporation reserves the right to amend hereto or repeal any provision contained herein, or any amendment hereto, by a majority vote of the Board of Directors, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 21st day of February, 1995.


Mark C. Bruni
Director

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**CERTIFICATE DESIGNATING REGISTERED AGENT AND
PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF
PROCESS WITHIN FLORIDA, AND ACCEPTANCE OF
AGENT UPON WHOM PROCESS MAY BE RESERVED**

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In compliance with Section 43.091 and 607.024, Florida statutes,
the following is submitted:

First, that F & H Holding Corp. desiring to organize or qualify
under the laws of the State of Florida, with its principle place
of business at 25 S.E. 2nd Avenue, 13th Floor, Miami, FL 33131, has
named Mark C. Bruni, as its registered agent to accept service of
process within Florida.

~~Mark C. Bruni~~
Mark C. Bruni
Incorporator

Dated: February 21, 1995

Having been named to accept service of process for the above named
corporation, at the place designated in this certificate, I hereby
agree to act in this capacity, and I further agree to comply with
the provision of all statutes relative to the proper performance
of my duties.

~~Mark C. Bruni~~
Mark C. Bruni
Registered Agent

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