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TALLAHASSEE, FL 32301  
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**P95000022842**  
**CSC networks**  
PREPARED  
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032

REFERENCE : 563419 6221A

AUTHORIZATION :

COST LIMIT : 0 PREPAID

ORDER DATE : March 21, 1995

ORDER TIME : 9:49 AM

ORDER NO. : 563419

CUSTOMER NO: 6221A

CUSTOMER: Mr. Becca Kennedy  
ADEL BAND RUSSELL COLLIER  
PITCHFORD & GORDON, CHARTERED  
Barnett Bank Center, 8-10th Fl  
240 South Pineapple Avenue  
Sarasota, FL 34236-6737

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-03/21/95--01054--018  
\*\*\*122.50 \*\*\*122.50

DOMESTIC FILING

**P95000022842**

NAME: FIRST FIDELITY INVESTMENT  
CO.

XX ARTICLES OF INCORPORATION  
CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
PLAIN STAMPED COPY  
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Carol M. Hensal

EXAMINER'S INITIALS:

*Dm*  
3-21-95  
02/A

FILED  
95 MAR 21 PM 3:24  
SECRET  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION  
OF  
FIRST FIDELITY INVESTMENT CO.

FILED  
95 MAR 21 PM 3:26  
SECRET  
TALLAHASSEE, FLORIDA

The undersigned incorporator, for the purpose of forming a Corporation for profit under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation:

ARTICLE I - NAME

The name of this Corporation is:

FIRST FIDELITY INVESTMENT CO.

ARTICLE II - TERM OF EXISTENCE

The Corporation is to exist perpetually.

ARTICLE III - PURPOSES

The purposes of the Corporation are to engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV - CAPITAL STOCK

The aggregate number of shares of capital stock authorized to be issued by this Corporation shall be six million (6,000,000) shares, divided into two (2) classes, one million (1,000,000) shares of common voting stock with a par value of one cent (\$.01) per share and five million (5,000,000) shares of preferred non-voting stock with a par value of one and 00/100 dollar (\$1.00) per share. The consideration of the issuance of shares of said stock

may be paid in any manner permitted by the laws of the State of Florida.

The following rights, privileges and conditions shall attach to the preferred shares:

The holder of the preferred stock shall be entitled to receive in each year out of the surplus net profits of the Corporation a fixed yearly dividend of eight (8%) percent payable as may be authorized by the Board of Directors, before any dividend shall be set apart or paid on the common stock. The dividends upon the preferred stock shall be cumulative, so that if in or for any year dividends amounting to eight (8%) percent shall not be paid on the preferred stock, the deficiency shall be a charge upon the net earnings of the Corporation, and be payable subsequently, before any dividends shall be set apart or paid upon the common stock. Dividends on the common stock also may be declared payable as authorized by the Board of Directors, but only out of surplus net profits of the Corporation for any fiscal year remaining after the payment of the full yearly dividend on the preferred stock for such year as well as of all dividends previously accrued and remaining unpaid thereon. The holders of the preferred stock shall not be entitled to any further dividend or share of profits beyond the cumulative yearly dividend of eight (8%) percent; and the holders of common stock shall be entitled to receive all monies appropriated to dividends after the cumulative dividends of eight (8%) percent on the preferred stock shall have been fully paid.

Preferred stock shall be convertible into common stock as hereinafter provided, and when so converted such preferred stock shall be cancelled and retired and shall not be reissued as such, and the common stock shall be increased by an amount equal to the amount of the preferred stock so converted.

Any holder of the preferred stock may at any time after five (5) full years of ownership of such stock, convert such stock into common stock of the Corporation at a rate to be determined at the time of the conversion based on the net book value of the Corporation at the time of the conversion. Said conversion shall take place upon presentation and surrender to the Corporation of the certificates of the preferred stock so to be converted. The holder of such stock, if he or she so elects, shall be entitled to receive in exchange in exchange therefore certificates for shares of the fully paid and non-assessable common stock of the Corporation in an amount as determined at said time, with a cash adjustment of dividends, all under

suitable rules and regulations to be prescribed by the Board of Directors of the Corporation.

ARTICLE V - PRINCIPAL OFFICE

The principal place of business and mailing address of this Corporation shall be 6940 4th Street South, St. Petersburg, Florida 33705.

ARTICLE VI - INITIAL REGISTERED AGENT AND ADDRESS

The street address of the registered office of this Corporation is 6940 4th Street South, St. Petersburg, Florida 33705 and the registered agent at such office is James A. Taylor.

ARTICLE VII - DIRECTORS

This Corporation shall have one (1) Director initially. The number of Directors may be changed from time to time by Bylaws adopted by the Shareholders. The name and address of each member of the first Board of Directors is:

James A. Taylor	6940 4th Street South
	St. Petersburg, FL 33705

ARTICLE VIII - AMENDMENT

These Articles of Incorporation may be amended in certain instances by the Board of Directors as provided by statute and in certain instances by resolutions adopted by the Board of Directors, proposed by them to the Shareholders and approved at a Shareholders Meeting by a majority of the stock entitled to vote thereon.

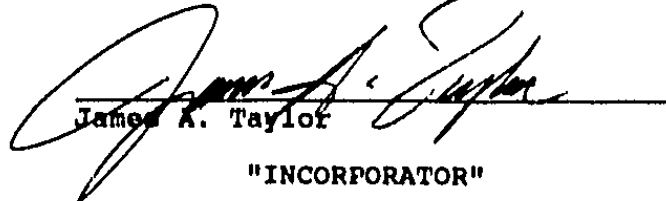
**ARTICLE IX - INCORPORATOR**

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

James A. Taylor

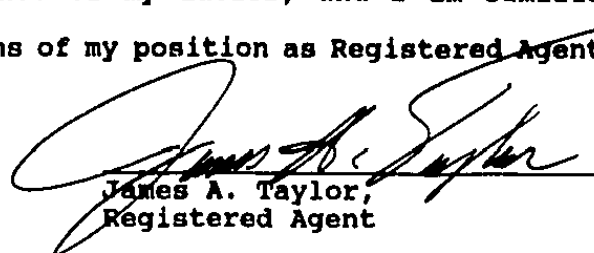
6940 4th Street South  
St. Petersburg, FL 33705

The undersigned has executed these Articles this 20<sup>th</sup> day  
of March, 1995.

  
James A. Taylor  
"INCORPORATOR"

Having been named as Registered Agent and to accept service of process for FIRST FIDELITY INVESTMENT CO. at the place designated in the Articles, I hereby accept the appointment as Registered Agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as Registered Agent.

3/20/95  
Date

  
James A. Taylor,  
Registered Agent

FILED  
95 MAR 21 PM 3:25  
TALLAHASSEE, FLORIDA