

STOKES & COMPANY
BUILDERS & DEVELOPERS

9551 BAYMEADOWS ROAD, SUITE 4
JACKSONVILLE, FLORIDA 32256
(904) 739-2249



P95000031094

April 11, 1995

EFFECTIVE DATE
APR 11 1995

Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

*****70.00 *****70.00

Re: FM II, Inc.

Gentlemen:

Enclosed for filing is an executed original of the Articles of Incorporation of FM II, Inc., together with the Certificate of Designation Registered Agent/Registered Office.

Also enclosed is a check in the amount of \$70.00 to cover the filing fees:

Filing fee	\$35.00
Designation of registered agent	<u>35.00</u>
Total	<u>\$70.00</u>

If you have any questions concerning this incorporation, please let me know.

Sincerely,

Sherry Hice
Sherry Hice

FILED
05 APR 17 AM 11:02
SECRETARY OF STATE
DIVISION OF CORPORATIONS

Enclosures

APR 20 1995 BSB

ARTICLES OF INCORPORATION
OF
FM II, INC.

FILED
95 APR 17 AM 1:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator, for the purpose of forming a corporation under the laws of Florida, hereby adopts the following Articles of Incorporation.

EFFECTIVE DATE
APR 11 1995

ARTICLE I - NAME

The name of this Corporation is FM II, INC.

ARTICLE II - PRINCIPAL OFFICE

The street address of the initial principal place of business and mailing address of this corporation are 9551 Baymeadows Road, Suite 4, Jacksonville, Florida 32256.

ARTICLE III - CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is one thousand (1,000) shares of common stock with a par value of \$.01 per share.

ARTICLE IV - COMMENCEMENT OF EXISTENCE

The corporate existence of this corporation shall commence on April 11, 1995.

ARTICLE V - INITIAL BOARD OF DIRECTORS

This corporation shall have two (2) directors initially. The number of directors may be increased or diminished from time to time by the bylaws, but shall never be less than one. The names and street addresses of the members of the first board of directors of the corporation are:

<u>Name</u>	<u>Street Address</u>
E. Chester Stokes, Jr.	9551 Baymeadows Road, Suite 4 Jacksonville, Florida 32256
Thomas C. Bergmann	9551 Baymeadows Road, Suite 4 Jacksonville, Florida 32256

ARTICLE VI - INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is E. Chester Stokes, Jr., 9551 Baymeadows Road, Suite 4, Jacksonville, Florida 32256.

ARTICLE VII - INDEMNIFICATION

Directors, officers, employees and agents of this corporation shall be indemnified to the fullest extent permitted by Florida law.

ARTICLE VIII - INCORPORATOR

The name and street address of the incorporator is E. Chester Stokes, Jr., 9551 Baymeadows Road, Suite 4, Jacksonville, Florida 32256.

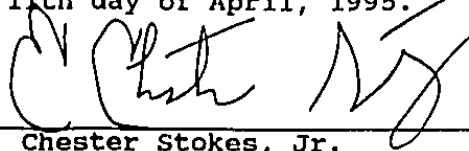
ARTICLE IX - BYLAWS

The Board of Directors shall adopt Bylaws for this corporation and may from time to time modify, alter, amend or rescind the same by majority vote of the members of the Board of Directors present at any regular or special meeting or by written consent of all of the members of the Board of Directors.

ARTICLE X - AMENDMENTS

This corporation may amend, alter or repeal any provision of these Articles of Incorporation in the manner now or hereinafter provided by Florida law.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 11th day of April, 1995.



E. Chester Stokes, Jr.

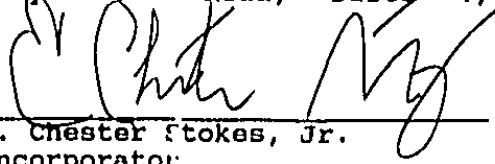
FILED

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

66 APR 17 AM 1:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.0551, Florida Statutes, FM II, INC., organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

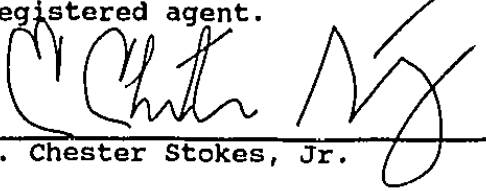
1. The name of the corporation is FM II, INC.
2. The name and address of the registered agent and office is E. Chester Stokes, Jr., 9551 Baymeadows Road, Suite 4, Jacksonville, Florida 32256.



E. Chester Stokes, Jr.
Incorporator:

April 11, 1995
Date

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, E. Chester Stokes, Jr. hereby accepts the appointment as registered agent and agrees to act in this capacity. E. Chester Stokes, Jr. further agrees to comply with the provisions of all statutes relating to the proper and complete performance of his duties, and E. Chester Stokes, Jr. is familiar with and accepts the obligations of his position as registered agent.



E. Chester Stokes, Jr.

April 11, 1995