

# P95000071908

WAYNE L. ALLEN, P.A.

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ATTORNEY AT LAW

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CERTIFIED MEDIATOR  
EMPLOYMENT LAW  
BUSINESS LAW  
REAL ESTATE  
GENERAL PRACTICE

700 NORTH WICKHAM ROAD  
SUITE 107  
MELBOURNE, FLORIDA 32935  
(407) 254-7650  
FAX (407) 242-1001

September 14, 1995

Florida Department of State  
Division of Corporations  
409 E. Gaines Street  
Tallahassee, FL 32301

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-09/15/95--01081--005  
+++122.50 +++122.50

Good Morning:

Enclosed please find the following:

1. Two executed copies of the Articles of Incorporation for Foundation Capital, Inc.
2. Our firm check in the amount of \$122.50 to cover the following fees:
  - a. \$35.00 corporation filing fee.
  - b. \$52.50 for a certified copy of the Articles of Incorporation.
  - c. \$35.00 fee for designation of the registered agent.
3. Certificate of Designation - Registered Agent/Registered Office.

Kindly acknowledge filing of these Articles of Incorporation, in compliance with Florida law, and return the certified copy of the Articles of Incorporation to the undersigned.

Thank you for your assistance and cooperation in this matter.

Sincerely,



Wayne L. Allen, Esquire

WLA/l  
enclosures

9-18-95

ARTICLES OF INCORPORATION  
OF  
FOUNDATION CAPITAL, INC.

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TALLAHASSEE, FLORIDA

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I. NAME

The name of the corporation shall be:

Foundation Capital, Inc.

ARTICLE II. PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

3675 Meadlowlark Way  
West Melbourne, Florida 32904

ARTICLE III. DURATION

This corporation shall have perpetual existence.

ARTICLE IV. PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business.

#### ARTICLE V. CAPITAL STOCK

This corporation is authorized to issue 5,000 shares of (\$0.01) par value common stock, which shall be designated "common shares".

#### ARTICLE VI. VOTING RIGHTS

Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding common shares.

#### ARTICLE VII. PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

#### ARTICLE VIII. INITIAL REGISTERED OFFICE AND AGENT

The name and address of the initial registered agent is:

Wayne L. Allen, Esquire  
700 N. Wickham Road, Suite 107  
Melbourne, FL 32935

#### ARTICLE IX. INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time by the bylaws but shall never be less than one (1). The names and address of the initial director of this corporation is:

Anita Yeates	3675 Meadowlark Way
	West Melbourne, FL 32904

#### ARTICLE X. INCORPORATOR

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

Anita Yeates	3675 Meadowlark Way
	West Melbourne, FL 32904

#### ARTICLE XI. BYLAWS

The power to adopt, alter, amend or repeal bylaws shall be vested in the shareholders.

#### ARTICLE XII. CUMULATIVE VOTING

At each election for directors every shareholder entitled to vote in the election shall have the right to cumulate his votes by giving one candidate as many votes as the number of directors to be elected at that time multiplied by the number of his shares, or by distributing the votes on the same principle among any number of the candidates.

ARTICLE XIII. CALLING OF SPECIAL MEETINGS

Special meetings of shareholders may be called as provided by law.

ARTICLE XIV. SHAREHOLDER QUORUM AND VOTING

A majority of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of shareholders. If a quorum is present, the affirmative vote of a majority of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders.

ARTICLE XV. SHAREHOLDER'S MEETING NOT REQUIRED

Any action of the shareholders of this corporation may be taken by written consent.

ARTICLE XVI. DIRECTOR QUORUM

A majority of the directors shall constitute a quorum for a meeting of directors.

ARTICLE XVII. MEETINGS BY CONFERENCE TELEPHONE

Members of the board of directors may participate in meetings of the board of directors by means of conference telephone as provided by law.

ARTICLE XVIII. ACTION BY DIRECTORS WITHOUT  
A MEETING

The directors of this corporation may take action . .  
written consent, as provided by law.

ARTICLE XIX. DIVIDENDS

Dividends may be paid to shareholders.

ARTICLE XX. INDEMNIFICATION

The corporation shall indemnify any officer or director, or  
any former officer or director, to the full extent permitted by  
law.

ARTICLE XXI. AMENDMENT

This corporation reserves the right to amend or repeal any  
provisions contained in these articles of incorporation, or any  
amendment to them, and any right conferred upon the shareholders  
is subject to this reservation.

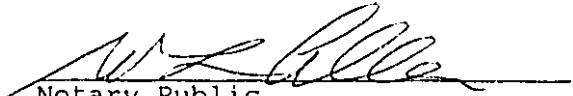
IN WITNESS WHEREOF the undersigned incorporator has executed  
these Articles of Incorporation on this 14th day of September,  
1995.

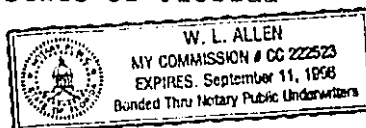
  
Anita Yeates, Incorporator

STATE OF FLORIDA  
COUNTY OF BREVARD

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized in the State and County named above to take acknowledgements, personally appeared Anita Yeates, personally known to me or who produced N/A as identification, who executed the foregoing Articles of Incorporation.

WITNESS my hand and official seal in the County and State named above this 14th day of September, 1995.

  
Notary Public  
State of Florida



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CERTIFICATE OF DESIGNATION  
RESIDENT AGENT/RESIDENT OFFICE

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SEAL  
TALLAH


In compliance with Section 48.091, and Section 607.0501,  
Florida Statutes, the following is submitted:

That FOUNDATION CAPITAL, INC., desiring to organize under the laws of the State of Florida, with its registered office at 700 N. Wickham Road, Melbourne, Florida, County of Brevard, has named Wayne L. Allen, Attorney at Law, located at 700 N. Wickham Road, Suite 107, Melbourne, Florida, County of Brevard, as its registered agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named as registered agent and to accept service of process for the above named Corporation at the place designated in this certificate, I 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.

DATED this 14 day of September, 1995.

  
WAYNE L. ALLEN