

P96000004889

Jery E. Barton
800 Laurel Oak Drive, Suite 200
Naples, Florida 33963
(941) 592-7878

January 10, 1996

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

RECEIVED
JAN 12 AM 10:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Dear Sir/Madam:

Re: McHann FX Inc.

Enclosed for filing are the following:

1. Original and two copies of the Articles of Incorporation for McHann FX Inc., and
2. Filing fee in the amount of \$122.50 to cover the following:
 - a. Articles of Incorporation: \$35
 - b. Certified copy: \$52.50
 - c. Certified copy to be returned to us: \$35.

700001688507
-01/12/96--01081--016
****122.50 ****122.50

After the articles have been filed, please return one certified copy to me at 800 Laurel Oak Drive, Suite 200, Naples, FL 33963.

If you have any questions, please do not hesitate to contact me.

Very truly yours,

J E Barton
Jery E. Barton
Incorporator

1-17-96
TB

/jer
Enclosures

ARTICLES OF INCORPORATION
OF
McHANN FX INC.

The undersigned, acting as incorporator of a Florida corporation, under the Florida Business Corporation Act, Chapter 607 of the Florida Statutes, hereby adopts the following Articles of Incorporation for such corporation:

ARTICLE I
NAME

The name of the corporation is McHann FX Inc.

ARTICLE II
PRINCIPAL OFFICE AND MAILING ADDRESS

The address of the corporation's principal office is 800 Laurel Oak Drive, Suite 200, Naples, Florida 33963, and the mailing address of the corporation is the same.

ARTICLE III
PURPOSE

The corporation is organized for the purpose of transacting any and all lawful business for which corporations may be incorporated under the laws of Florida.

ARTICLE IV
CAPITAL STOCK

The corporation is authorized to issue 5,000 shares of common stock, no par value per share.

ARTICLE V
INITIAL REGISTERED AGENT AND OFFICE

The name of the initial registered agent of the corporation and the street address of the initial registered office of the corporation are as follows:

Name

Address

Larry Hannula

800 Laurel Oak Drive, Suite 200
Naples, Florida 33963

RECEIVED
SECRETARY OF STATE
FLORIDA
MAY 15 1984

ARTICLE VI
INITIAL BOARD OF DIRECTORS

The corporation shall have initially one director to hold office until the first annual meeting of shareholders and until a successor shall have been elected and qualified, or until his earlier resignation, removal from office, or death. The number of directors may be either increased or decreased from time to time in accordance with the Bylaws of the corporation. The name and address of the initial director of the corporation is:

Larry Hannula
800 Laurel Oak Drive, Suite 200
Naples, Florida 33963

ARTICLE VII
INCORPORATOR(S)

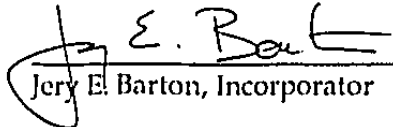
The name and address of the person signing these Articles as Incorporator is:

Jery E. Barton
800 Laurel Oak Drive, Suite 200
Naples, Florida 33963

ARTICLE VIII
INDEMNIFICATION

The corporation shall indemnify any person who is or was a director, officer, employee or agent of the corporation, or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, to the fullest extent permitted by law.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 11th day of January 1996.



Jery E. Barton, Incorporator

STATE OF FLORIDA
COUNTY OF COLLIER

The foregoing instrument was acknowledged before me this 11th day of January, 1996, by Jerry E. Barton, an individual, who is ^{Not} personally known to me and did (did not) take an oath.

Janice P. Benzing
Notary Public



(Notary Stamp and Seal)

FL DL B635-425-47-406-0


CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned corporation, 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 McHann FX Inc.
2. The name and address of the registered agent and office are:

Larry Hannula
800 Laurel Oak Drive, Suite 200
Naples, Florida 33963

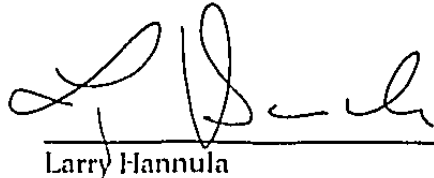
Date: 1/10/96


Jerry E. Barton, Incorporator

JAN 12 AM 10:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Having been named as Registered Agent and to accept service of process for the above-stated corporation at the place designated in this certificate, 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 obligation of my position as registered agent.

Date: 1/10/96


Larry Hannula