

2/08/96

FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

FROM: ACE INDUSTRIES, INC.

DEPARTMENT OF STATE

54 NW 5TH ST

STATE OF FLORIDA

109 EAST GAINES STREET

MIAMI FL 33135-8890

TALLAHASSEE, FL 32399

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DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: FTM, INC.

FAX AUDIT NUMBER: H96000001718

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DIVISION OF CORPORATIONS



FLORIDA DEPARTMENT OF STATE

Sandra B. Morham
Secretary of State

February 6, 1996

ACE INDUSTRIES INC.

MIAMI, FL

SUBJECT: FTM, INC.
REF: W96000002742

FTMP, Inc.

We received your electronically transmitted document. However, the document has not been filed and needs the following corrections:

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Loria Poole
Corporate SpecialistFAX Aud. #: H96000001718
Letter Number: 596A00005122

H96-01718

ARTICLES OF INCORPORATION

of FTMP, INC.a CORPORATION FOR PROFIT formed under the Florida General Corporation Act.Article 1: Name of the Corporation: FTMP, INC.Address of the Corporation: 3051 S.E. ASTER LANE, Suite 404
STUART, FL 34994

Article 2: DURATION: Term of existence of the corporation is perpetual.

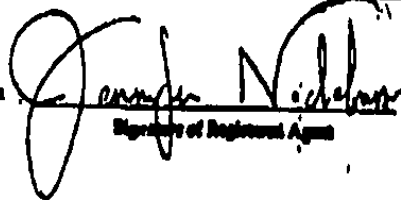
Article 3: PURPOSE: The Corporation may transact any and all lawful business for which corporations may be incorporated under the Laws of the UNITED STATES and the STATE OF FLORIDA.

Article 4: CAPITAL STOCK: The number of shares which the corporation has authorized to be outstanding at any one time is 100.
PAR VALUE \$1.00 (Information about PAR VALUE is not required but may be included).

Article 5: REGISTERED OFFICE: The street address of the initial registered office of the corporation shall be:

3051 S.E. ASTER LANE, Suite 404, STUART, FL 34994and the name of the initial registered agent at such address is JENNIFER NODKMAN

I am familiar with and hereby accept the duties and responsibilities as registered agent for said corporation.


Signature of Registered Agent Date 1/29/96

Article 6: The board of directors are as follows:

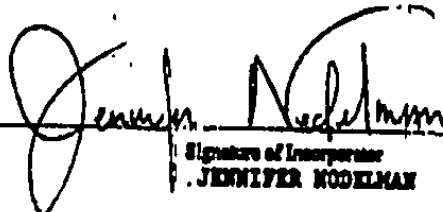
The name and address of the Initial Director: (All persons listed after the first are additional directors)

1. JENNIFER NODKMAN3051 S.E. ASTER LANE, Suite 404STUART, FL 34994

Article 7: The Name and address of the incorporator is:

JENNIFER NODKMAN3051 S.E. ASTER LANE, Suite 404STUART, FL 34994

In witness whereof I have subscribed my name.


Signature of Incorporator
JENNIFER NODKMANH96-01718
ACE INDUSTRIES, INC.
54 NW 11th Street
Miami, FL 33135
305-358-2571