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ACCOUNT NO. : 01782000056032 CORPORATION

REFERENCE : 957630 4390271

AUTHORIZATION :

COST LIMIT : \$ 122

Patricia Pigut

ORDER DATE : May 17, 1996

ORDER TIME : 9:53 AM

ORDER NO. : 957630

CUSTOMER NO: 4390271

400001826944

CUSTOMER: Jay R. Beskin, Esq  
FROMBERG FROMBERG LEWIS &  
BRECKER  
20801 Biscayne Blvd. Suite 505

Aventura, FL 33180

DOMESTIC FILING

NAME: FCG, INC.

EFFECTIVE DATE:

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: Lori R. Dunlap

EXAMINER'S INITIALS:

502-  
W96-10535

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
96 MAY 17 AM 10:56

an  
5/22/96



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS

96 MAY 17 AM 10:56

May 17, 1996

**RESUBMIT**

Please give original  
submission date as file date.

CSC NETWORKS  
1201 HAYS STREET  
TALLAHASSEE, FL 32301

SUBJECT: FCG, INC.  
Ref. Number: W96000010535

We have received your document for FCG, INC. and the authorization to debit your account in the amount of \$122.50. However, the document has not been filed and is being returned for the following:

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

If you have any questions concerning the filing of your document, please call (904) 487-6973.

Claretha Golden  
Document Specialist

Letter Number: 596A00024610

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96 MAY 21 PM 4:11  
DIVISION OF CORPORATIONS

**ARTICLES OF INCORPORATION  
OF  
FGC, INC.**

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
96 MAY 17 AM 10:56

***ARTICLE I - NAME***

The name of this Corporation is: FGC, INC.

***ARTICLE II - ADDRESS OF PRINCIPAL OFFICE***

The principal office and mailing address of this corporation is:

7501 West 18th Lane  
Hialeah, Florida 33014

***ARTICLE III - BEGINNING OF CORPORATE EXISTENCE***

The existence of this corporation shall commence on the earliest day allowable pursuant to Florida law for the commencement of corporate existence; and shall continue perpetually unless dissolved according to law.

***ARTICLE IV - PURPOSE***

This corporation is organized and shall be authorized to transact any or all lawful business as provided by Florida Statutes, Chapter 607, Florida Corporation Act, as it exists on the date hereof or as it may hereafter be amended.

***ARTICLE V - CAPITAL STOCK***

The maximum number of shares of stock this corporation is authorized to have outstanding at any time shall be 1,000 shares of Common Stock at One Dollar (\$1.00) par value.

All the aforementioned stock is to be issued as fully paid for and exempt from assessment.

The capital stock may be paid for in money, property, labor or services, at a just valuation to be fixed by the Incorporators or by the Directors at a meeting called for such purposes.

#### ***ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT***

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

DADE COUNTY CORPORATE AGENTS, INC.  
20801 Biscayne Boulevard, Suite #505  
North Miami Beach, FL 33180  
Attention: Jay R. Beskin, Esquire

#### ***ARTICLE VII - INITIAL BOARD OF DIRECTORS***

The business of this corporation shall be conducted by a Board of Directors of not less than one (1) Director, the exact number of Directors to be fixed by the Bylaws of this corporation. Directors need not be stockholders. The initial Director of this corporation shall be the Incorporator named below who shall hold office until the first meeting of Incorporators of this corporation and until the successor Directors are elected and have qualified.

#### ***ARTICLE VIII - INCORPORATOR***

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

JAY R. BESKIN, ESQUIRE  
20801 Biscayne Boulevard, Suite #505  
North Miami Beach, FL 33180

#### ***ARTICLE IX - INDEMNIFICATION***

To the extent permitted by law, the corporation shall indemnify and hold harmless each person serving as Officers or Directors of the corporation, and each person who serves at the request of the corporation as a Director or Officer of any other corporation, from and against any and all claims and liabilities to which such person shall become subject by reason of his being Director or

Officer of the corporation, or by reason of any action alleged to have been taken or omitted by him as a Director or Officer. The corporation shall reimburse each person for all costs, legal and other expenses reasonably incurred by him in connection with any claim or liability as to which it shall be adjudged that such Officer or Director is liable to the extent permitted by law.

The rights accruing to any person under the foregoing provisions shall not exclude any other right to which he may be lawfully entitled, nor shall anything therein contained restrict the right of the corporation to indemnify or reimburse such person in any proper case even though not specifically provided for herein.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 15th day of May, 1996.

By: \_\_\_\_\_

  
JAY R. BESKIN, ESQUIRE

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR  
THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON  
WHOM PROCESS MAY BE SERVED

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING  
IS SUBMITTED:

THAT FGC, INC. DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF  
THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS AT CITY OF  
HIALEAH, STATE OF FLORIDA, HAS NAMED DADE COUNTY CORPORATE AGENTS,  
INC., 20801 BISCAYNE BOULEVARD, SUITE 505, CITY OF AVENTURA, STATE OF  
FLORIDA, 33180, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

DADE COUNTY CORPORATE AGENTS, INC.  
20801 Biscayne Boulevard, Suite #505  
North Miami Beach, FL 33180  
TITLE: Incorporator

DATE: May 15, 1996

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE  
STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I  
HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY  
WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND  
COMPLETE PERFORMANCE OF MY DUTIES.

DADE COUNTY CORPORATE AGENTS, INC.

By: *Lynn W. Fromberg* PRES.  
LYNN W. FROMBERG, President

DATE: May 15, 1996

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DIVISION OF CORPORATIONS  
95 MAY 17 11:05:56