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CORPORATE CREATIONS

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6/11/96 FLORIDA DIVISION OF CORPORATIONS
PUBLIC RECORDS
TO: DIVISION OF CORPORATIONS
FROM: CARPENTER CHAMBERLAIN & ASSOCIATES, INC.
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((H96000008154))) DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: FUL HOLDINGS INC.

FAX AUDIT NUMBER: H96000008154

DATE REQUESTED: 06/11/1996

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TALLAHASSEE, FLORIDA

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FLORIDA DIVISION OF CORPORATIONS

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**Articles of Incorporation
of
FSL Holdings Inc.**

Article I. Name

The name of this Florida corporation is:
FSL Holdings Inc.

Article II. Address

The mailing address of the Corporation is:

FSL Holdings Inc.
716 Bunker Road
West Palm Beach FL 33405

Article III. Capital Stock

The Corporation shall have the authority to issue 2,000 shares of common stock, par value \$.01 per share.

Article IV. Registered Agent

The name and address of the registered agent of the Corporation is:

Corporate Creations Enterprises, Inc.
4521 PGA Boulevard #211
Palm Beach Gardens FL 33418

Article V. Board of Directors

The affairs of the Corporation shall be managed by a Board of Directors consisting of no less than one director. The number of directors may be increased or decreased from time to time in accordance with the Bylaws of the Corporation.

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Corporate Creations International Inc.
4521 PGA Boulevard #211
Palm Beach Gardens FL 33418-3987
(407) 894-8107

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The election of directors shall be done in accordance with the Bylaws. The directors shall be protected from personal liability to the fullest extent permitted by law. The name of each initial member of the Corporation's Board of Directors is:

Robert J. Katz
Walter R. Eisele

Article VI. Incorporator

The name and address of the incorporator is:

Corporate Creations International Inc.
4521 PGA Boulevard #211
Palm Beach Gardens FL 33418-3967

Article VII. Corporate Existence

The corporate existence of the Corporation shall begin effective June 11, 1996

The authorized representative of the incorporator executed these Articles of Incorporation on June 11, 1996

Corporate Creations International Inc.

By: Frank A. Rodriguez
Frank A. Rodriguez President

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Corporate Creations International Inc.
4521 PGA Boulevard #211
Palm Beach Gardens FL 33418-3967
(407) 694-8107

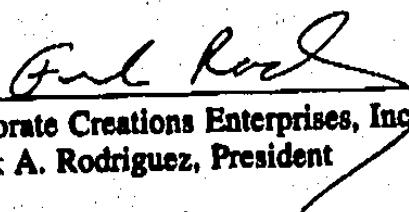
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**CERTIFICATE OF DESIGNATION
REGISTERED AGENT AND REGISTERED OFFICE**

CORPORATION:
FSL Holdings Inc.

REGISTERED AGENT:
Corporate Creations Enterprises, Inc.
4521 PGA Boulevard #211
Palm Beach Gardens FL 33418

I agree to act as registered agent to accept service of process for the corporation named above at the place designated in this Certificate. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.


Corporate Creations Enterprises, Inc.
Frank A. Rodriguez, President

Date: June 11, 1996

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