

P960005/339

ALSO ADMITTED TO
PRACTICE IN -
THE STATE OF TEXAS

DAVID C. LEVENREICH
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June 6, 1996

Corporate Records Bureau
Division of Corporations
Department of State
Post Office Box 6327
409 East Gaines Street
Tallahassee, Florida 32301

FILED
95 JUN 14 AM 11:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

800001862818
-06/14/96--01091--015
****122.50 ****122.50

Re: FSM, Inc.

Dear Sir/Madam:

Enclosed please find an original and one (1) copy of the Articles of Incorporation for the above-referenced corporation. Also enclosed is my check in the amount of \$122.50 made payable to "Department of State" to cover the filing fee as follows:

\$ 35.00 - Filing Fees
\$ 52.50 - Certified Copy
\$ 35.00 - Registered Agent Designation
\$122.50

Please return the certified copy of these Articles of Incorporation to me at the above address. Thank you for your assistance in this matter.

Very truly yours,

David C. Levenreich

DCL/sb
Enclosures

cc: Ms. Julia Bell via facsimile transmission

6/17/96
TS

ARTICLES OF INCORPORATION OF
FSM, INC.

ARTICLE I - Name

The name of this corporation is FSM, INC.

ARTICLE II - Principal Office and Mailing Address

The principal office and mailing address of this corporation is 2201-65th Avenue North, St. Petersburg, Florida 33702.

ARTICLE III - Duration

This corporation shall have perpetual existence.

ARTICLE IV - Purpose

This corporation is organized to include the transaction of any or all lawful business for which it may be incorporated under Chapter 607, Florida Statutes as presently enacted and as it may be amended from time to time.

ARTICLE V - Capital Stock

This corporation is authorized to issue 10,000 shares of One Dollar (\$1.00) par value common stock, which shall be designated as "Common Shares".

ARTICLE VI - Initial Registered Office and Agent

The street address of the initial registered office of this corporation is 2201-65th Avenue North, St. Petersburg, Florida 33702, and the name of the initial registered agent of this corporation at that address is Julia M. Bell.

ARTICLE VII - Initial Board of Directors

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

<u>Name</u>	<u>Address</u>
Julia M. Bell	2201-65th Avenue North St. Petersburg, Florida 33702

ARTICLE VIII - Incorporator

The name and address of the person signing these Articles are Julia M. Bell, 2201-65th Avenue North, St. Petersburg, Florida 33702.

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ARTICLE IX - Indemnification

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

ARTICLE X - Amendment

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, any amendment thereto, and any right conferred upon the shareholders, subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this _____ day of _____, 1996.

Julia M. Bell
Julia M. Bell

STATE OF FLORIDA)
COUNTY OF PINELLAS)

The foregoing instrument was acknowledged before me this 6th day of June, 1996, by Julia M. Bell, who is personally known to me or who has produced _____ as identification.

Dennis C. Davis
(Name of Notary)
Notary Public
(Serial # of Notary)



DENNIS C. DAVIS
My Comm. Exp. 5/17/00
Bonded By Service Ins
No. CC531750
Personally Known [] Other []

CERTIFICATE DESIGNATING REGISTERED AGENT AND
STREET ADDRESS FOR SERVICE OF PROCESS WITHIN FLORIDA

Pursuant to Fla. Stat. Section 48.091, FSM, INC., desiring to organize under the laws of the State of Florida, hereby designated Julia M. Bell, located at 2201-65th Avenue North, St. Petersburg, Florida 33702, as its registered agent to accept service of process within the State of Florida.

ACCEPTANCE OF DESIGNATION

The undersigned hereby accepts the above designation as registered agent to accept service of process for the above-named corporation, at the place designated above, and agrees to comply with the provisions of Fla. Stat. Section 48.091(2) relative to maintaining an office for the service of process.

Julia M. Bell
Julia M. Bell