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ICARD, MERRILL, CULLIS, TIMM,
FUREN & GINSBURG, P.A.

ATTORNEYS AND COUNSELLORS

2033 MAIN STREET, SUITE 800
SARASOTA, FLORIDA 34237

(941) 366-8100

FACSIMILE

(941) 954-0888

REPLY TO: P.O. BOX 4195
SARASOTA, FLORIDA 34230

STEVEN R. GREENBERG
WHITTEN DIRECT LINE
(941) 366-8818

100 NORTH TAMPA, SUITE 3100
POSTAL DRAWER 3400
TAMPA, FLORIDA 33601
(813) 881-8100
TAMPA FACSIMILE
(813) 881-0580

August 6, 1996

File No. 24802-35596

Office of the Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Re: FRM Services, Inc.

Dear Sir or Madam:

Enclosed please find the original and one (1) duplicate copy of the Articles of Incorporation of the above-captioned corporation. Please file the Articles and return a copy to me at the above address. We are enclosing herewith a check in the amount of \$122.50 to cover the filing.

If you have any questions regarding the contents of this letter or the enclosures, please do not hesitate to call me. Thank you for your courtesies and cooperation.

Very truly yours,

Steven R. Greenberg (cw)
Steven R. Greenberg, Esquire

SRG:cw
Enclosures

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ARTICLES OF INCORPORATION

OF

FRM SERVICES, INC.

ARTICLE I. NAME

The name of the corporation shall be FRM SERVICES, INC. and the principal office and mailing address is 5452 W. Crenshaw Street, Suite 4, Tampa, Florida 33634.

ARTICLE II. DURATION

This corporation shall exist perpetually.

ARTICLE III. PURPOSE

The purpose is to engage in any activities or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV. CAPITAL STOCK

This corporation is authorized to issue 500 shares of \$1.00 par value common stock which shall be designated "Common Shares".

ARTICLE V. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 1265 Riegels Landings Drive, Sarasota, Florida 34242, and the name of the initial registered agent of this corporation at the address is FRANK R. MANNO.

ARTICLE VI. INITIAL BOARD OF DIRECTORS

This corporation shall have two (2) directors initially. The number of directors may be either increased or decreased from time to time, by By-Laws which shall never be less than one. The names and addresses of the initial Directors of this corporation are:

Frank R. Manno
1265 Riegel~~g~~ Landings Drive
Sarasota, Florida 34242

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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Laverne Manno
1265 Riegels Landing Drive
Sarasota, Florida 34242

ARTICLE VII. INCORPORATOR

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

Frank R. Manno
1265 Riegels Landing Drive
Sarasota, Florida 34242

ARTICLE VIII. TRANSFERABILITY OF SHARES

Any and all of the stockholders of this corporation may from time to time enter into such agreements as may seem expedient to them, relating to the shares of stock held by them, and limiting the transferability thereof; and thereafter any transfer of said shares shall be made in accordance with the terms of said agreement, provided that before the actual transfer of said shares on the books of the corporation, written notice of such agreement shall be stamped, written, or printed upon the certificate representing said shares, and the By-Laws of this corporation may likewise include proper provisions for the making of such agreements as aforesaid.

ARTICLE IX. TRANSACTION WITH INTERESTED

DIRECTORS OR OFFICERS

In the absence of fraud, no contract or other transaction between this corporation and any other corporation or any individual or firm shall be in any way affected or invalidated by the fact that any of the Directors or Officers of this corporation are interested in such contract or transaction, provided that such interest shall be fully disclosed or otherwise known to the Board of Directors in the meeting of such Board at which such contract or transaction is authorized or confirmed, and provided, however, that any such Directors of this corporation who are so interested may be counted in determining the existence of a quorum at any meeting of the board of Directors of this corporation which shall authorize or confirm such contract or transaction, and any such Director may vote thereon to authorize any such contract or transaction with like force and effect as if he were not such Director or Officer of such other corporation or not so interested.

ARTICLE X. REPLACING STOCK CERTIFICATES

The Board of Directors, may, by resolution, provide for the issuance of stock certificates to replace lost or destroyed certificates.

ARTICLE XI. AMENDMENT

These Articles of Incorporation may be amended in any manner provided by law.

ARTICLE XII. INDEMNIFICATION

The corporation shall indemnify any Director or Officer or any former Officer or Director to the full extent permitted by law.

ARTICLE XIII. DATE OF COMMENCEMENT

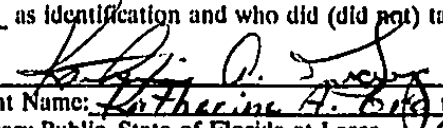
The date of commencement of this corporation shall be the date of filing these Articles of Incorporation with the Department of State, State of Florida.

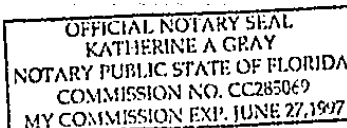
IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 29th day of July, 1996.


FRANK R. MANNO
Incorporator

STATE OF FLORIDA)
COUNTY OF Hillsborough) SS

The foregoing instrument was acknowledged before me this 29th day of July, 1996, by Frank R. Manno. He is personally known to me or has produced _____ as identification and who did (did not) take an oath.

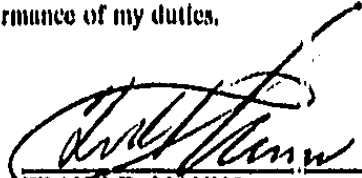

Print Name: Katherine A. Gray
Notary Public, State of Florida at Large
Commission No. _____
My Commission Expires: _____



ACCEPTANCE BY REGISTERED AGENT

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.

Dated: 2-27-96, 1996.


FRANK R. MANNO
Registered Agent

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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