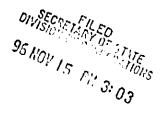
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CR2E031 (1-89)

STATE OF FLORIDA

ARTICLES OF INCORPORATION

OF



FIDELITY MANAGEMENT GROUP, INC.

FIRST: THE CORPORATE NAME THAT SATISFIES THE REQUIREMENTS OF SECTION 607.0401 IS: FIDELITY MANAGEMENT GROUP, INC.

SECOND: THE ADDRESS OF THE PRINCIPAL OFFICE, AND THE MAILING ADDRESS OF THE CORPORATION IS:

1570 SOUTHWEST 13TH DRIVE BOCA RATON, FLORIDA 33486

THIRD: THE NUMBER OF SHARES THE CORPORATION IS AUTHORIZED TO ISSUE IS: 1,000,000 SHARES WITH NO PAR VALUE.

FOURTH: THE STREET ADDRESS OF THE INITIAL REGISTERED OFFICE OF THE CORPORATION IS C/O THE LAW OFFICES OF GREGORY MARTIN, 100 NORTH BISCAYNE BLVD., NEW WORLD TOWER, SUITE 601, MIAMI, FLORIDA 33132, AND THE NAME OF ITS INITIAL REGISTERED AGENT AT SUCH ADDRESS IS GREGORY MARTIN.

FIFTH: THE NUMBER OF DIRECTORS CONSTITUTING THE INITIAL BOARD OF DIRECTORS OF THE CORPORATION IS ONE (1) AND THE NAME AND ADDRESS OF THE PERSON WHO IS TO SERVE AS DIRECTOR UNTIL THE FIRST ANNUAL MEETING OF SHAREHOLDERS OR UNTIL THEIR SUCCESSORS ARE ELECTED AND SHALL QUALIFY IS:

RON WARRINGTON 1570 SOUTHWEST 13TH DRIVE BOCA RATON, FLORIDA 33486

SIXTH: THE NAME AND ADDRESS OF EACH INCORPORATOR IS:

RON WARRINGTON 1570 SOUTHWEST 13TH DRIVE BOCA RATON, FLORIDA 33486

THE UNDERSIGNED HAS EXECUTED THESE ARTICLES OF INCORPORATION DAY OF NOVEMBER 1996.

RON WARRINGTON / SOLE INCORPORATOR

ACCEPTANCE BY THE REGISTERED AGENT AS REQUIRED IN SECTION 607.0501 (3) F.S.: GREGORY MARTIN IS FAMILIAR WITH AND ACCEPTS THE OBLIGATIONS PROVIDED FOR IN SECTION 607.0505.

GREGORY, MARTIN

DATED NOVEMBER 12, 1996

(FL - 1959 - 12/29/92)

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