

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870
 Mailing Address: Post Office Box 10349, Tallahassee, FL 32302
 TOLL FREE No. 1-800-342-8062
 FAX (904) 222-1222

NAME _____
 FIRM _____
 ADDRESS _____

PHONE () _____

Service: Top Priority _____ Regular _____
 One Day Service Two Day Service

To us via _____ Return via _____

Matter No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

RE: Medusa Holdings, Incorporated

	C.C. FEE.	DISBURSED
Capital Express™		
Art. of Inc. File		
Corp. Record Search		
Ltd. Partnership File		
Foreign Corp. File		
() <u>Photo</u> Copy(s)		
Art. of Amend. File		
Dissolution/Withdrawal		
C U S-		
Fictitious Name File		
Name Reservation		
Annual Report/Reinstatement		
Reg. Agent Service		
Document Filing		
Corporate Kit		
Vehicle Search		
Driving Record		
Document Retrieval		
UCC 1 or 3 File		
UCC 11 Search		
UCC 11 Retrieval		
File No.'s, Copies		
Courier Service		
Shipping/Handling		
Phone ()		
Top Priority		
Express Mail Prep.		
FAX () pgs.		

SUBTOTALS

FEE.....	
DISBURSED.....	
SURCHARGE.....	
TAX on corporate supplies.....	
SUBTOTAL.....	
PREPAID.....	
BALANCE DUE.....	

Please remit invoice number with payment
 TERMS: NET 10 DAYS FROM INVOICE DATE
 1 1/2% per month on Past Due Amounts
 Past 30 Days, 18% per Annum.

THANK YOU
 from
 Your Capital Connection

REQUEST TAKEN CONFIRMED APPROVED
 DATE 11/21
 TIME _____ CK No. _____
 BY _____

WALK-IN 4:30 WZ
 Will Pick Up

ARTICLES OF INCORPORATION
OF
MEDUSA HOLDINGS, INCORPORATED

FILED
96 NOV 22 AM 9:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I: NAME

The name of the corporation shall be:
MEDUSA HOLDINGS, INCORPORATED

ARTICLE II: PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:
1700 EAST LAS OLAS BLVD., SUITE 100, FT. LAUDERDALE, FLORIDA
33301

ARTICLE III: SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:
ONE HUNDRED (100) SHARES AT \$1.00 PAR VALUE

ARTICLE IV: INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is:
DAVID J. KAPPER, ESQ.
1700 EAST LAS OLAS BLVD., SUITE 100, FT. LAUDERDALE, FLORIDA
33301

ARTICLE V: INCORPORATOR(S)

The name and street address of the incorporator to these Articles of Incorporation is:
DAVID J. KAPPER
1700 EAST LAS OLAS BLVD., SUITE 100, FT. LAUDERDALE, FLORIDA
33301

The undersigned incorporator has executed these Articles of Incorporation this 12th day of October, 1996.



DAVID J. KAPPER - INCORPORATOR


**CERTIFICATE OF DESIGNATION OF REGISTERED
AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES, THE
UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF
FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED
OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

FILED
96 NOV 22 AM 9:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. The name of the corporation is:
MEDUSA HOLDINGS, INCORPORATED.
2. The name and address of the registered agent and office is:
DAVID J. KAPPER, ESQ.
1700 EAST LAS OLAS BLVD., SUITE 100, FT. LAUDERDALE,
FLORIDA 33301

*Having been named as registered agent and to accept service of process for the above
stated corporation at the place designated in this certificate, I hereby accept the
appointment as registered agent and agree to act in this capacity. I further agree to comply
with the provisions of all statutes relating to the proper and complete performance of my
duties, and I am familiar with and accept the obligations of my position as registered agent.*


DAVID J. KAPPER INCORPORATOR

11/18/96
DATE

PA6000095434

DAVID J. KAPPER, ESQ.
1700 EAST LAS OLAS BLVD., STE. 100
FORT LAUDERDALE, FLORIDA 33301
(954) 463-7900

FILED
97 JUL 17 PM 4:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

July 16, 1997

Department of State, Amendments Section
Division of Corporation
409 East Gaines Street
Tallahassee, FL 32399

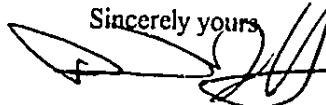
300002240443--5
-07/17/97--01066--004
*****35.00 *****35.00

Dear Sir/Madam:

Enclosed please find the information required to file the Amendments on behalf of "FORTUNE HOLDINGS, Inc." Additionally you will find a check in the amount of \$35.00 made out to the State.

I would also request that someone telephone me with the confirmation of our filing. Thank you, for all your assistance and, in advance, for your immediate attention to this matter. I am, as always,

Sincerely yours



David J. Kapper, Esq.

David J. Kapper Esq. GAVE

AUTHORIZATION BY PHONE TO

CORRECT corp. name

DATE 7-21-97

DOC EXAM VW

Amend. / n.c.

VW 7-21-97

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF

MEDUSA HOLDINGS, INCORPORATED
(present name)

Pursuant to the provisions of section 607.1006, Florida Statutes, this corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Amendment(s) adopted: (Indicate article number(s) being amended, added or deleted)

I. NAME ~~CHANGE~~ (Amended)

The new name of the corporation is :

FORTUNE Holdings, Inc.

II. Principal OFFICE: (Amended)

351 South Cypress Road, Suite 400, Pompano Beach,
Florida, 33069

IV. REGISTERED AGENT (Amended)

RALPH L. DEVINE

351 South Cypress Road, Suite 400, Pompano Beach, Florida
33069

SECOND: If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

N/A

THIRD: The date of each amendment's adoption: July 16, 1997

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97 JUL 17 PM 4:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FOURTH: Adoption of Amendment(s) (CHECK ONE)

☒ The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.

☐ The amendment(s) was/were approved by the shareholders through voting groups.
The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):


"The number of votes cast for the amendment(s) was/were
sufficient for approval by _____"
voting group

☐ The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.

☐ The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Signed this day 16 of July 19 97

Signature


(By the Chairman or Vice Chairman of the Board of Directors, President or other officer if adopted by the shareholders)

OR

(By a director if adopted by the directors)

OR

(By an incorporator if adopted by the incorporators)

RALPH L. DEVINE

Typed or printed name

PRESIDENT

Title