

**PA6000095434**

**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

RE: Medusa Holdings, Incorporated

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 \$ \_\_\_\_\_

	C.C. FEE.	DISBURSED
Capital Express™		
<input checked="" type="checkbox"/> Art. of Inc. File		
Corp. Record Search		
Ltd. Partnership File		
Foreign Corp. File		
<input checked="" type="checkbox"/> ( ) Copy(s)		
Art. of Amend. File		
Dissolution/Withdrawal		
C U S-		
Fictitious Name File		
4000002012074--3		
Name Reservation	-11/22/96--01020--003	
Annual Report/Reinstatement	*****70.00	*****70.00
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.		
<b>SUBTOTALS</b>		

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

*AB 11/22*

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

WALK-IN Will Pick Up 4:30 *WJ*

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

RECEIVED  
 95 NOV 22 AM 8:47  
 DIVISION OF CORPORATION

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

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 12<sup>th</sup> 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

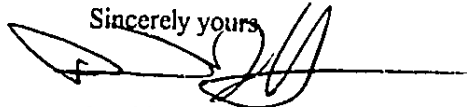
300002240443--5  
-07/17/97--01066--004  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

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./Inc.

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

FILED  
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