

P96000103604

FEAR FIGHTERS ASSOC. OF AMERICA, INC.
1532 U. S. 41 By-Pass, So., Suite 241
Venice, FL 34293
(941)492-9599

November 25, 1996

State of Florida
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

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-12/03/96--01051--012
***122.50 ***122.50

Dear Sir/Madam:

Enclosed please find Articles of Incorporation and the Designation and Acceptance of the Registered Agent for filing, together with our check in the amount of \$122.50 to cover the filing fee, certified copy charge, designation of registered agent and charter tax.

I have also enclosed an additional copy of the Articles of Incorporation which I would appreciate having certified and returned to the above address.

Sincerely,

Don Burnham
Don Burnham
President

Encl.

*Kathy Evans to
your auth. to
Dad's R.A. corp.*

[Signature]

12/20

12/25/96

R.A. Accept.

*615
CK corp. name.*

96 DEC 19 PM 1:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

December 5, 1996

DON BURNHAM
FEAR FIGHTERS ASSOC. OF AMERICA, INC.
1532 U.S. 41 BY PASS SOUTH SUITE 241
VENICE, FL 34293

SUBJECT: FEAR FIGHERS ASSOCIATION OF AMERICA, INC.
Ref. Number: W96000025485

We have received your document for FEAR FIGHERS ASSOCIATION OF AMERICA, INC. and check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

PLASE CHECK THE SPELLING OF YOUR CORPORATE NAME.

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation"); and the registered agent's signature.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6934.

Loria Poole
Corporate Specialist

Letter Number: 096A00054599

12/16/96
Correction Enclosed.

FILED
96 DEC 19 PM 1:37
SECRETARY OF STATE
TALLAHASSEE FLORIDA

**ARTICLES OF INCORPORATION
of
FEAR FIGHTERS ASSOCIATION OF AMERICA, INC.**

The undersigned person(s), acting as incorporator(s) of a corporation organized under the laws of *Florida* hereby adopt(s) the following Articles of Incorporation:

**ARTICLE I
CORPORATE NAME**

The name of this corporation is Fear Fighters Association of America, Inc..

**ARTICLE II
SHARES**

The total number of shares which the corporation shall have authority to issue is 100 shares of no par value stock.

**ARTICLE III
REGISTERED OFFICE AND AGENT**

The street address of the corporation's initial registered office and the name of its initial registered agent at such address is:

Donald R. Burnham
1532 U.S. 41 By-Pass, So. Suite 241
Sarasota County
Venice, Florida 34293

ARTICLE IV PURPOSE

The purpose of the corporation is to engage in any lawful activity permitted by the laws of this state.

ARTICLE V DIRECTORS

The names and residence addresses of the persons constituting the initial board of directors are:

Donald R. Burnham
1532 U.S. 41 By-Pass, So. Suite 241
Venice, Florida 34293

Alice Burnham
451 Morningside Rd.
Venice, FL 34293

After the initial board of directors, the board shall consist of such number of directors as shall be determined by the shareholders from time to time at each annual meeting at which directors are to be elected.

ARTICLE VI LIABILITY OF DIRECTORS

To the fullest extent permitted by law, no director of this corporation shall be personally liable to the corporation or its shareholders for monetary damages for breach of any duty owed to the corporation or its shareholders, except that a director may be held personally liable for (i) breaches of the duty of loyalty, (ii) acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) declaration of unlawful dividends or unlawful stock repurchases or redemptions, or (iv) a transaction from which the director derives an improper personal benefit.

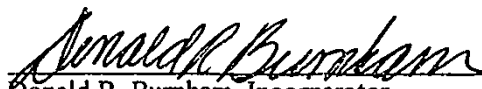
Any director or officer who is involved in litigation or other proceeding by reason of his or her position as a director or officer of this corporation shall be indemnified and held harmless by the corporation to the fullest extent permitted by law.

ARTICLE VII OTHER PROVISIONS

Corporate Seal. The corporation shall have a corporate seal, which shall be affixed to all deeds, mortgages, and other instruments affecting or relating to real estate.

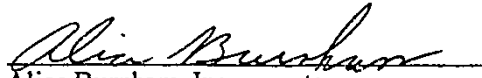
Certification

I certify that I have read the above Articles of Incorporation and that they are true and correct to the best of my knowledge.



Donald R. Burnham, Incorporator
1532 U.S. 41 By-Pass, So. Suite 241
Venice, Florida 34293

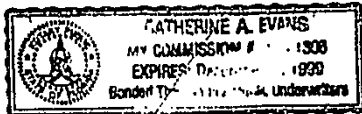
By signing these Articles, I hereby
accept the duties as Registered Agent.

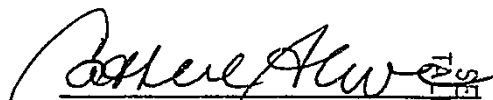


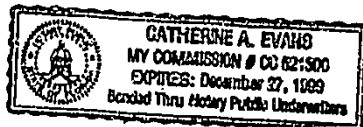
Alice Burnham, Incorporator
451 Morningside Rd.
Venice, FL 34293

State of Florida, County of Sarasota, ss:

Subscribed and sworn to (or affirmed) before me this 25 day of 11, 1996.




Notary Public



FILED
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SECRETARY OF STATE
TALLAHASSEE FLORIDA