

P96000/04478

WARD & WARD

ATTORNEYS AND COUNSELORS AT LAW
4001 NEWBERRY ROAD, SUITE C-1
GAINESVILLE, FLORIDA 32607-2380

PETER WARD
PETER HAMILTON WARD
PETER HAY WARD

VOICE: (352) 377-4761
FACSIMILE: (352) 373-1191
INTERNET: PHWard@aol.com

HAMILTON WARD (1829-1898)
HAMILTON WARD, JR. (1871-1932)
HAMILTON WARD, III (1905-1981)
JOHN C. WARD (1906-1970)

December 18, 1996

Secretary of State
Division of Corporations
Charter Section
P.O. Box 6327
Tallahassee, FL 32314

800002035128--6
-12/20/96--01074--004
*****70.00 *****70.00

Dear Sir or Madam:

Enclosed you will find Articles of Incorporation and Acceptance of Resident Agent, for *FS & CO., INC.* Please file same in your usual manner.

Also, enclosed is my office check in the amount of \$70.00 which represents the filing fee and registered agent designation.

Sincerely,

WARD & WARD

Peter Hay Ward

PHW/cj
Enclosures

Call when filed

FILED
96 DEC 31 PM 12:37
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

W9626995

REGISTER DEC 31 1996



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

December 26, 1996

WARD & WARD
4001 NEWBERRY RD.
SUITE C-1
GAINESVILLE, FL 32607-2380

SUBJECT: FS & CO., INC.
Ref. Number: W96000026995

We have received your document for FS & CO., INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

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) 487-6067.

Neysa Culligan
Document Specialist

Letter Number: 396A00057249

WARD & WARD
ATTORNEYS AND COUNSELORS AT LAW
4001 NEWBERRY ROAD, SUITE C-1
GAINESVILLE, FLORIDA 32607-2380

PETER WARD
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HAMILTON WARD (1829-1898)
HAMILTON WARD, JR. (1871-1932)
HAMILTON WARD, III (1905-1981)
JOHN C. WARD (1908-1970)

December 30, 1996

Secretary of State
Division of Corporations
ATTN: BETH REGISTER
409 E. Gaines Street
Tallahassee, FL 32399

FEDERAL EXPRESS OVERNIGHT

Dear Ms. Register:

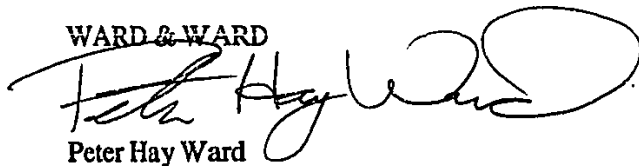
Per our conversation earlier today, enclosed you will find the Articles of Incorporation and Acceptance of Resident Agent, for *FS & COMPANY, INC.*

Also, enclosed is a copy of the letter from Neysa Culligan. Your office is holding my office check #5003 in the amount of \$70.00 which represents the filing fee and registered agent designation.

Thank you for your assistance in this matter.

Sincerely,

WARD & WARD

A large, stylized handwritten signature in dark ink, appearing to read "Peter Hay Ward".

Peter Hay Ward

PHW/cj
Enclosures

FILED

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF**

FS & Company, Inc.

The undersigned, acting as incorporator of a corporation under the Florida Business Corporation Act, adopts the following Articles of Incorporation for such corporation:

ARTICLE I NAME

The name of the corporation is:

FS & Company, Inc.

ARTICLE II TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE III NATURE AND PURPOSE OF BUSINESS

The purpose for which this corporation is organized is to engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE IV GENERAL POWERS

This corporation shall have the following powers as well as such broader powers as the State of Florida shall from time to time authorize by statute or common law:

- (1) To have a corporate seal, which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed, affixed, or in any other manner reproduced.
- (2) To purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use, and otherwise deal in and with real or personal property or any interest therein, wherever situated.
- (3) To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer, and otherwise dispose of all or any part of its property and assets.

- (4) To lend money to, and use its credit to assist its officers and employees, including any officer or employee who is a director of the corporation or a subsidiary, whenever, in the judgment of the director (s), such loan, guaranty, or assistance may reasonably be expected to benefit the corporation. The loan, guaranty, or other assistance may be with or without interest and may be unsecured or secured in such manner as the Board of Directors shall approve, including, without limitation, a pledge of shares of stock of the corporation. Nothing herein shall be deemed to deny, limit, or restrict the powers of guaranty or warranty of the corporation at common law or under any statute.
- (5) To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligations of, other domestic or foreign corporations, associations, partnerships, or individuals, or direct or indirect obligations of the United States or of any other government, state, territory, governmental, district, or municipality or of any instrumentality thereof.
- (6) To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds, and other obligations and secure any of its obligations by mortgage or pledge of all or any of its property, franchises, and income.
- (7) To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested.
- (8) To conduct its business, carry on its operations, and have offices and exercise the powers granted by Florida statute within or without Florida.
- (9) To elect or appoint officers and agents of the corporation and define their duties and fix their compensation.
- (10) To make and alter By-Laws, not inconsistent with these Articles of Incorporation or with the laws of Florida, for the administration and regulation of the affairs of the corporation.
- (11) To make donations for the public welfare or for charitable, scientific, or educational purposes.
- (12) To transact any lawful business which the Board of Directors shall find will be in aid of governmental policy.
- (13) To pay pensions and establish pension plans, profit sharing plans, stock bonus plans, stock option plans, and other incentive plans for any or all of its directors, officers, and employees.

(14) To be a promoter, incorporator, general partner, limited partnership, member, associate, or manager of any corporation, partnership, limited partnership, joint venture, trust, or other enterprise.

(15) To sue and be sued, complain, and defend in its corporate name.

(16) To provide insurance for its benefit on the life of any of its directors, officers, or employees, or on the life of any shareholder for the purpose of acquiring at his death shares of its stock owned by the shareholder or by the spouse or children of the shareholder.

(17) To have and exercise all powers necessary or convenient to effect its purposes.

ARTICLES V INITIAL CORPORATE ADDRESS/MAILING ADDRESS

The mailing address and the initial address of the corporation is 1154 N.W. 76th Blvd., Gainesville, FL 32606.

ARTICLE VI CAPITAL STOCK

The corporation shall have authority to issue ten thousand (10,000) shares of common stock all of one class, with a par value of one dollar (\$1.00) per share. No preemptive rights are to be granted shareholders. The sum of the par value of all shares of capital stock of the corporation that have been issued shall be the stated capital of the corporation at any particular time. Holders of the outstanding capital stock shall be entitled to receive, when and as declared by the board of directors, dividends payable either in cash, in property, or in shares of the capital stock of the corporation.

ARTICLE VII REGISTERED OFFICE

The initial street address in Florida of the initial registered office of the corporation is 1154 N.W. 76th Blvd., Gainesville, FL 32606 and the name of the initial registered agent at such address is Sandy Ferman-Salas.

ARTICLE VIII DIRECTORS

The board of directors shall consist of from 1-7 directors as may be more specifically stated in the By-Laws of the corporation. Directors need not be residents of the State of Florida nor shareholders of the corporation. The name and address of the persons who shall serve as directors until the first annual meeting of shareholders and until his successor shall have been elected and qualified, or until his earlier resignation or death, is as follows:

Sandy Ferman-Salas, 1154 N.W. 76th Blvd., Gainesville, FL 32606
Bienvenido C. Salas, 1154 N.W. 76th Blvd., Gainesville, FL 32606

ARTICLE IX INITIAL INCORPORATOR

The name and address of the initial incorporator is as follows:

Sandy Ferman-Salas, 1154 N.W. 76th Blvd., Gainesville, FL 32606

ARTICLE X AMENDMENTS

The shareholders shall have the power to adopt, amend, alter, change or repeal the Articles of Incorporation when proposed and approved at a stockholders meeting, with not less than a majority vote of the issued and outstanding common shares.

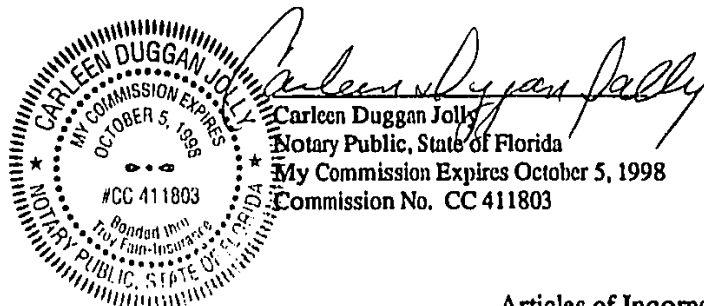
IN WITNESS WHEREOF, THE UNDERSIGNED has made and subscribed of these Articles of Incorporation at Gainesville, Florida, on this 30 day of December, 1996.

Sandy Ferman-Salas
Incorporator

STATE OF FLORIDA)
)SS
COUNTY OF ALACHUA)

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized in the state and county named above to take acknowledgments, personally appeared Sandy Ferman-Salas, who is personally known to me or has produced a Florida Driver's Licence as identification showing her to be the person described and who subscribed the above Articles of Incorporation, and did freely and voluntarily acknowledge before me according to law that she made and subscribed the same for the uses and purposes therein mentioned and set forth.

WITNESS my hand and official seal in the state and county named above this 30 day of December, 1996.



FILED

96 DEC 31 PM 12:36

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

December 30, 1996

Secretary of State
Division of Corporations
Charter Section
P.O. Box 6327
Tallahassee, FL 32314

Dear Sir or Madam:

To whom it may concern:

In accordance with Section 607.0501 of Florida Statutes, the undersigned designee of

FS & Company, Inc.

is familiar with the duties and responsibilities as registered agent and accepts appointment as registered agent at the registered office of the corporation in Florida: 1154 NW 76th Blvd., Gainesville, FL 32606.

Sincerely,

Sandy Ferman-Salas

Sandy Ferman-Salas