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TO: DIVISION OF CORPORATIONS FAX #: (904)922-4001
FROM: EMPIRE CORPORATE KIT COMPANY ACCT#: 072450003255
CONTACT: RAY STORMONT FAX #: (305)541-3770
PHONE: (305)541-3694

AM: FIDELITY ASSET MANAGEMENT SERVICES CO.
AUDIT NUMBER.....H97000000509
DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.
CERT. OF STATUS..0 PAGES..... 4
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ARTICLES OF INCORPORATION
OF
FIDELITY ASSET MANAGEMENT SERVICES CO.

I the undersigned sole subscriber to these Articles of Incorporation, being a natural person competent to contract, hereby endeavor to establish a Florida corporation for profit.

ARTICLE I.

The name of this corporation shall be:
FIDELITY ASSET MANAGEMENT SERVICES CO.

ARTICLE II.

The corporation may engage in any or all lawful business permitted under the laws of the State of Florida.

ARTICLE III.

The maximum authorized capital stock of this corporation shall be One Thousand Shares (1,000) of common stock with a par value of one dollar (\$1.00) per share.

ARTICLE IV.

The street address of the corporation's initial registered office and principal place of business shall be 7441 Northwest 4th Street, Plantation, Florida 33317. The name of the corporation's initial registered agent at this address shall be M. A. Harano. The principal place of business is 7441 Northwest 4th Street, Plantation, Florida 33317.

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TALLAHASSEE, FLORIDA

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M McCLEARY
McCLEARY & McCLEARY, P.A.
7441 Northwest 4th Street
Plantation, Florida 33317-0204
P. 12/14

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ARTICLE V.

This corporation shall be managed by the stockholders of the corporation rather than by a board of directors.

ARTICLE VI.

The sole incorporator is M. A. Harano of 7441 Northwest 4th Street, Plantation, Florida 33317.

EXECUTION

Being the sole incorporator, I hereby execute these Articles of Incorporation.

M. A. Harano
M. A. Harano

ACKNOWLEDGMENT

In witness whereof, I hereunto set me hand and seal this 8 day of JANUARY, 1997.

M. A. Harano
M. A. Harano

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ACCEPTANCE OF DESIGNATION

Having been named to accept service of process for the above stated corporation as specified in ARTICLE IV., I hereby agree to act in this capacity.

M. A. Harano
M. A. Harano

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

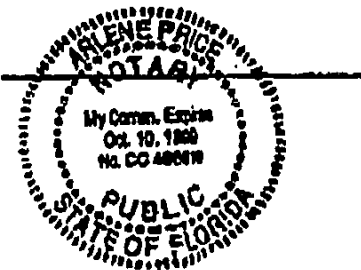
State of Florida)
County of Broward)

I hereby certify on this 8th day of January, 1997, personally appeared before the undersigned authority, M. A. Harano to me well known and known to me to be the person who executed, acknowledged and accepted the designation in these Articles of Incorporation.

Witness my hand and seal in the County and State aforesaid on the above date.

Arlene Price
Notary Public

My commission expires:



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