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ATTORNEYS AND COUNSELORS AT LAW

SUITE 1501

255 South Change Avenue Orlando, Florida 32801

T. SCOTT FRAZIER DAVID E. TERRY

January 14, 1997

State of Florida Division of Corporations 409 East Gaines Street Tallahassee, Florida 32314

Re: Incorporation of F M SERVICES, INC.

Our File No. 889/9601

60002064306--4 -01/22/97--01073--005 ****122.50 ****122.50

TELEPHONE (407) 843-1956 Fax (407) 833-4210

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Dear Sir/Madam:

Enclosed herewith please find the Articles of Corporation and a copy of same for the above referenced corporation, and our firm's check in the amount of \$122.50, representing the following fees:

Please certify the enclosed copy, and return same to this office as soon as possible. We are enclosing a self-addressed, stamped envelope for expeditious return of the filed certified copy.

If you have questions regarding this matter, please do not hesitate to contact our offices immediately. Thank you for your cooperation regarding this matter.

Very truly yours,

Dávid E. Terry

DET/sh

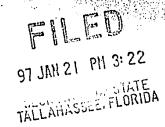
Enclosures

B:3403

ARTICLES OF INCORPORATION

OF

F M SERVICES, INC.



ARTICLE I - NAME

The name of this corporation is "F M SERVICES, INC."

ARTICLE II - DURATION

This corporation shall have perpetual existence commencing at the time of filing these Articles of Incorporation.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue seven thousand five hundred (7,500) shares of ONE DOLLAR (\$1.00) par value Series One Voting Common Stock.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 1433 Oxford Road, Maitland, Florida 32751, and the name of the initial registered agent of this corporation at that address is LUCILLE TARTAGLIA. The principal place of business of the corporation is 5768 Shale Court, Winter Park, Florida 32792.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time by the By-Laws but shall never be less than one (1). The name and address of the initial director is as follows:

Lucille Tartaglia

1433 Oxford Road Maitland, Florida 32751

ARTICLE VII - INCORPORATOR

The name and address of the person signing these Articles is as follows:

Lucille Tartaglia

1433 Oxford Road Maitland, Florida 32751

ARTICLE VIII - RESTRICTIONS ON TRANSFER OF STOCK

If any two or more shareholders or subscribers to stock of the corporation shall enter into an agreement abridging, limiting or restricting the rights of any one or more of them to sell, assign, transfer, mortgage, pledge, hypothecate, or transfer on the books of the corporation, any or all of the stock of the corporation held by them, and if a copy of said agreement shall be filed with the corporation, all certificates of shares of stock subject to such abridgements, limitations, or restrictions shall have a reference thereto endorsed thereon by an officer of the corporation and such stock shall not thereafter be transferred on the books of the corporation except in accordance with the terms and provisions of such agreement or bylaw, as the case may be.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this /4 day of January, 1997.

Lucille Tartaglia

Lucille Tartaglia

STATE OF FLORIDA COUNTY OF ORANGE

The foregoing was acknowledged before me on the ____ day of January, 1997 by Lucille Tartaglia who executed the foregoing instrument for the purposes expressed therein and is/are either:

personally known to me; or produced <u>FLORIDA DRIVERS LICENSE</u> as identification,

and did not take an oath.

Notary Public (Signature)

SHARON HILL

My Commission CC440312

Expires Feb. 20, 1600

Bonded by HAI

800-422-1666

ACCEPTANCE OF REGISTERED AGENT

The undersigned hereby accepts the designation as Registered Agent of F M SERVICES, INC.

Lucille Tartaglia
Lucille Tartaglia

WAIVER OF SUBSCRIPTION RIGHTS

The undersigned hereby waives any rights of subscription which may have accrued by virtue of the undersigned acting as Incorporator of F M SERVICES, INC.

Lucille Tartaglia
Lucille Tartaglia

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