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ACCOUNT NO. : 072100000032

REFERENCE : 245093 4612404

AUTHORIZATION :

COST LIMIT : ~~\$122.50~~ P PD

ORDER DATE : January 31, 1997

ORDER TIME : 3:29 PM

ORDER NO. : 245093-005

CUSTOMER NO: 4612404

CUSTOMER: Emil C. Marquardt, Jr., Esq  
MACFARLANE FERGUSON & MCMULLEN

P. O. Box 1669

Clearwater, FL 34617

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-02/03/97--01012--030  
\*\*\*\*122.50 \*\*\*\*122.50

DOMESTIC FILING

NAME: FMC PASCO, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
     CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
     PLAIN STAMPED COPY  
     CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Tonya C. Holliday

EXAMINER'S INITIALS:

KR  
2-3-97

FILED  
97 JAN 31 AM 10:11  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

RECEIVED  
96 JAN 31 PM 4:18  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

**MACFARLANE FERGUSON & McMULLEN**

ATTORNEYS AND COUNSELORS AT LAW

111 MADISON STREET, SUITE 2300  
P.O. BOX 1531 (ZIP 33601)  
TAMPA, FLORIDA 33602  
(813) 273-4200 FAX (813) 273-4395

400 CLEVELAND STREET  
P.O. BOX 1669 (ZIP 34617)  
CLEARWATER, FLORIDA 34615  
(813) 441-8988 FAX (813) 442-0470

IN REPLY REFER TO

January 28, 1997

Clearwater Office

Corporate Records Bureau  
Division of Corporations  
Department of State  
P. O. Box 6327  
Tallahassee, FL 32314

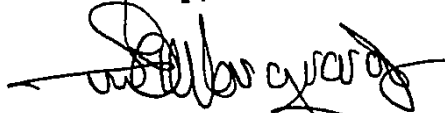
RE: FMC Pasco, Inc.

Gentlemen:

Enclosed please find an original and one (1) copy of the Articles of the Incorporation for the above-named corporation. Also enclosed is the registered agent form and our firm check in the amount of \$122.50 to cover the \$35.00 filing fee, \$52.50 certification fee and \$35.00 registered agent designation fee.

Should you have any questions, please advise.

Sincerely,



Emil C. Marquardt, Jr.

ECM\bcf  
Encs.

ARTICLES OF INCORPORATION  
OF  
FMC PASCO, INC.

FILED  
97 JUN 31 AM 10:11  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE I

Name and Address

The name of this corporation is FMC PASCO, INC., whose place of business is located at 38135 Market Square, Zephyrhills, FL 33540.

ARTICLE II

Duration

The term of existence of this corporation shall be perpetual.

ARTICLE III

Purpose

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

ARTICLE IV

Capital Stock

This corporation is authorized to issue one thousand (1,000) shares at One Dollar(s) (\$1.00) par value common stock, which shall be designated "common shares". The consideration to be paid for each share shall be fixed by the Board of Directors. Common stock of the corporation may be issued as "small business corporation" stock in accordance with a plan or plans under the provisions of Section 1244 of the Internal Revenue Code of 1986.

All voting powers of this corporation shall be vested in the common stock above designated.

ARTICLE V

Preemptive Rights

ARTICLE VI  
Initial Registered Office and Agent

The street address of the initial registered office of this corporation is 400 Cleveland Street, Suite 800, Clearwater, Florida 34615, and the name of the initial registered agent of this corporation at that address is Emil C. Marquardt, Jr.

ARTICLE VII  
Initial Board of Directors and Officers

This corporation shall have one director and/or officer initially. The number of directors and/or officers may be either increased or diminished from time to time by the Bylaws, but shall never be less than one. The name and address of the initial director and officer of this corporation is:

<u>Name</u>	<u>Address</u>	<u>Office</u>
Emil C. Marquardt, Jr.	400 Cleveland Street Clearwater, FL 34615	Pres/Dir

ARTICLE VIII  
Incorporators

The name and address of the person(s) signing these Articles is:

<u>Name</u>	<u>Address</u>
Emil C. Marquardt, Jr.	400 Cleveland Street, Suite 800 Clearwater, FL 34615

ARTICLE IX  
Bylaws

The power to adopt, alter, amend, or repeal Bylaws shall be vested in the Board of Directors and the shareholders.

ARTICLE X  
Shareholder Quorum and Voting

Fifty-one percent (51%) of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a

ARTICLE XI

Powers

This corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act, and, in addition to and not in limitation thereof, this corporation shall have the power to guarantee the performances of obligations of other persons, partnerships, corporations, or other entities.

ARTICLE XII

Indemnification

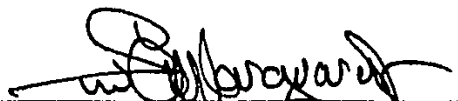
The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE XIII

Amendment

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

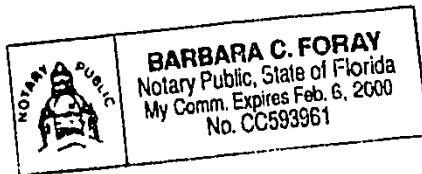
IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 28<sup>th</sup> day of January, 1997.

  
\_\_\_\_\_  
EMIL C. MARQUARDT, JR.  
Incorporator

STATE OF FLORIDA  
COUNTY OF PINELLAS

I HEREBY CERTIFY, that on this day personally appeared before me, an officer duly authorized to administer oaths and take acknowledgments, EMIL C. MARQUARDT, JR., to me personally known or who has produced UIA as identification, and known to me to be the individual described in and who executed the foregoing instrument and he acknowledged before me that he executed the same for the purposes therein expressed.

WITNESS my hand and official seal at Clearwater, said County and State, this 28 day of JANUARY, 1997.



Barbara C. Foray  
Notary Public  
Print Name Barbara C. Foray  
My Commission Expires: 2/6/2000

ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

ACKNOWLEDGMENT:

Having been named to accept service for process for FMC PASCO, INC. at the place designated in this Certificate, I hereby accept and agree to act in said capacity and agree to comply with the provisions of the Florida Corporation Act relative to keeping open said office.

Emil C. Marquardt, Jr.  
EMIL C. MARQUARDT, JR.

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TALLAHASSEE, FLORIDA