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ACCOUNT NO. : 072100000032

REFERENCE : 252494 11513A

AUTHORIZATION :

Patricia Pizits

COST LIMIT : \$ 70.00

ORDER DATE : February 7, 1997

ORDER TIME : 10:27 AM

100002081401--7

ORDER NO. : 252494-005

CUSTOMER NO: 11513A

CUSTOMER: James Marx, Esq
JAMES A. MARX, ESQ

Suite 340
201 South Biscayne Boulevard
Miami, FL 33131-4324

DOMESTIC FILING

NAME: FCG DEVELOPMENT, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Deborah Schroder

EXAMINER'S INITIALS:

*KR
2-7-97*

FILED
97 FEB -7 PM 2:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
96 FEB -7 AM 11:31
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
FCG DEVELOPMENT, INC.

(a Florida corporation)

FILED
97 FEB -7 PM 2:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In compliance with the requirements of Chapter 607 of the Florida Statutes (the "Florida Business Corporation Act"), the undersigned, being a natural person, does hereby act as an incorporator in adopting and filing the following Articles of Incorporation for the purpose of organizing a business corporation.

ARTICLE I

NAME

The name of the corporation (hereinafter called the "Corporation") is FCG DEVELOPMENT, INC.

ARTICLE II

The address of the principal office of the Corporation is 6905 Sunrise Drive, Coral Gables, Florida 33133.

ARTICLE III

CAPITAL STOCK

The maximum number of shares which this Corporation is authorized to issue is 1,000, all of which shall be Common Stock, and which shall have a par value of \$.01 per share. All shares of Common Stock shall be identical with each other in every respect and the holders thereof shall be entitled to one vote for each share upon all matters which shareholders have the right to vote.

ARTICLE IV

RESIDENT OFFICE AND AGENT

The initial street address of the Corporation's initial registered office shall be Miami Center, Suite 340, 201 South Biscayne Boulevard, Miami, Florida 33131, and the initial registered agent for the Corporation at that address shall be James Marx, Esq.

ARTICLE V

INCORPORATOR

The name and street address of the person signing these Articles of Incorporation is:


<u>Name</u>	<u>Address</u>
James A. Marx, Esq.	Miami Center - Suite 340 201 South Biscayne Boulevard Miami, Florida 33131

ARTICLE VI

INDEMNIFICATION

The corporation shall indemnify its directors, officers, employees and agents to the fullest extent permitted by law.

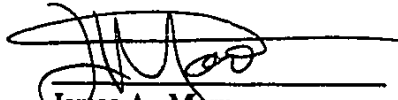
IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 6th day of February, 1997.


James A. Marx

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for FCG DEVELOPMENT, INC. at the place designated in the Articles of Incorporation, the undersigned is familiar with and accepts the obligations of that position pursuant to the Florida Business Corporation Act.

DATE: February 6, 1997.



James A. Marx

FILED
97 FEB - 7 PM 2: 36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA