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February 18, 1997

Secretary of State
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

RE: NEW CORPORATION
FPD HOLDINGS, INC.

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-02/24/97--01106--013
*****122.50 *****122.50

Dear Sir or Madam:

Enclosed herewith please find the original and one (1) copy of Articles of Incorporation for FPD HOLDINGS, INC. with our check in the amount of \$122.50 representing your fee for filing the Articles of Incorporation.

Kindly file the Articles and return a copy of same to the undersigned in the enclosed, self-addressed stamped envelope.

Thanking you for your prompt attention to this matter, I remain,

Very truly yours,

Joseph P. Mullen
Joseph P. Mullen

JPM/cjk
Enc.

corp/secstate.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF

FPD HOLDINGS, INC.

ARTICLE I - NAME

The name of this corporation is FPD HOLDINGS, INC., with its principal office and address being located at 5300 N.W. 12th Ave., Bay #7, Ft. Lauderdale, FL 33309.

ARTICLE II - DURATION

This corporation shall have perpetual existence commencing on the date of the filing of these Articles of Incorporation by the Department of State.

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 Hundred (100) shares of \$1.00 par value common stock which shall be designated as "Common Shares".

ARTICLE V - PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale by the corporation of any new stock of this corporation, shall have the right to purchase a pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI - INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The street address of the initial registered office of this corporation is 5300 N.W. 12th Ave., Bay #7, Ft. Lauderdale, FL 33309 and the name of the initial registered agent of this corporation at that address is Frank D'Annunzio.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

The corporation shall have one (1) Director. The number of Directors may be either increased and, thereafter, be further increased or decreased from time to time in accordance with the By-

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TALLAHASSEE, FLORIDA

laws of the Corporation although there shall never be less than one (1) required Director. The name and address of the initial Director/President/Stockholder is: Frank D'Annunzio.

ARTICLE VIII - INCORPORATOR

The name and address of the Incorporator signing these Articles is: Frank D'Annunzio 5300 N.W. 12th Ave., Bay #7, Ft. Lauderdale, FL 33309.

ARTICLE IX - INDEMNIFICATION

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

ARTICLE X - AMENDMENT

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

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation on the date of signing.

Dated: February 14, 1997.

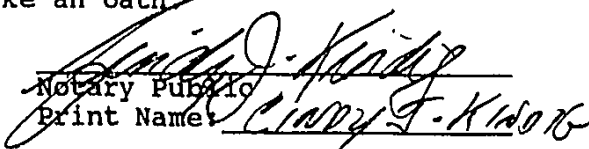


FRANK D'ANNUNZIO
INCORPORATOR

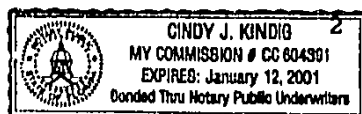
STATE OF FLORIDA

COUNTY OF BROWARD

The foregoing instrument was acknowledged before me this 14th day of February, 1997, by FRANK D'ANNUNZIO, who is personally known to me or who has produced _____ as identification and who did not take an oath _____


Notary Public
Print Name: CINDY J. KINDIG

My Commission Expires:



Certificate designating place of business or domicile for the service of process within Florida, naming agent upon whom process may be served.

In compliance with Section 48.091(1), Florida Statutes (1993), the following is submitted:

That, FPD HOLDINGS, INC., desiring to organize or qualify under the laws of the State of Florida, has named Frank D'Annunzio, as its agent to accept service of process within the State of Florida.

Dated: February 14, 1997.



FRANK D'ANNUNZIO
INCORPORATOR

ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of the Florida Statutes relative to the proper performance of my duties.

Dated: February 14, 1997.



FRANK D'ANNUNZIO
Registered Agent

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