

P. 97000034282



ACCOUNT NO. : 072100000032

REFERENCE : 332693 3955F

AUTHORIZATION :

COST LIMIT : \$ PREPAID

ORDER DATE : April 16, 1997

ORDER TIME : 10:33 AM

ORDER NO. : 332693-005

CUSTOMER NO: 3955F

800002144858--6
-04/16/97--01029--008
*****70.00 *****70.00

CUSTOMER: Mr. Edward F. Smith, Iii
ECKERT SEAMANS CHERIN &
MELLOTT
The Plaza, Suite 902
5355 Town Center Road
Boca Raton, FL 33486

DOMESTIC FILING

NAME: FED CAPITAL ADVISORS, 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: Daniel W Leggett

EXAMINER'S INITIALS: _____

FILED
APR 16 1997
FBI - MIAMI

RECEIVED
97 APR 16 AM 11:44
APR 16 1997

ARTICLES OF INCORPORATION
OF
FED Capital Advisors, Inc.

FILED
97 APR 16 PM 12:47
TALLAHASSEE FLORIDA

The undersigned, acting as incorporator, signs the following Articles of Incorporation for the purpose of forming a corporation under the laws of the State of Florida.

ARTICLE I

The name of the corporation shall be:

FED Capital Advisors, Inc.

ARTICLE II

The existence of the corporation shall commence upon the filing of these Articles of Incorporation by the Department of State and shall be perpetual.

ARTICLE III

The corporation may engage in any and all businesses and activities permitted by the laws of the State of Florida. The corporation shall have all of the powers vested in a corporation organized under and existing by virtue of such laws.

ARTICLE IV

The aggregate number of shares that the corporation shall have authority to issue and have outstanding at any one time is: 1000 shares of Common Stock, without par value of which 1000 shares shall be voting Common Stock.

ARTICLE V

The initial registered agent and street address of the initial registered office of the corporation shall be:

**Edward F. Smith III
1976 NW 29th Road
Boca Raton, Florida 33431**

ARTICLE VI

This corporation shall have three directors initially. The names and addresses of the initial directors of the corporation, who shall hold office until their successor(s) is/are elected and qualified or until their earlier resignation or removal from office are:

**David E. Cherry
12355 Areaca Drive
Wellington, Florida 33414**

**Fred B. Smith
20678 NW 28th Ave.
Boca Raton, Florida 33434**

**Edward F. Smith III
1976 NW 29th Road
Boca Raton, Florida 33431**

The number of directors may be increased or decreased from time to time pursuant to the bylaws of the corporation, but shall not be less than two.

ARTICLE VII

The name and address of the incorporator of the corporation is:


**Edward F. Smith III
1976 NW 29th Road
Boca Raton, Florida 33431**

ARTICLE VIII

The mailing address of the corporation is:

**1355 W. Palmetto Park Road
Boca Raton, Florida 33486-3303**


Executed at Boca Raton, Florida, this 15th day of April, 1997.


Edward F. Smith III, Incorporator

ACCEPTANCE BY REGISTERED AGENT

Having been appointed the registered agent of **FED Capital Advisors, Inc.**, a Florida corporation, the undersigned accepts such appointment, agrees to act in such capacity and accepts the obligations imposed by Florida Statutes Section 607.0505.

Dated this 15th day of April, 1997.


Edward F. Smith III

FILED
97 APR 16 PM 12:47
SEAL
TALLAHASSEE FLORIDA