

P97000049071

WILLIAM T. FULTON, JR.
Phelan, Florida 32780 (407) 647-5611

May 12, 1994

Department of State
Corporate Records/
Division of Corporation
P.O. Box 6327
Tallahassee, FL 32314

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Dear Secretary of State:

Enclosed find one original and a copy of the Articles of
FM Group, Inc.

Also find enclosed a check payable to the Secretary of State for
the proper amount in the amount of One Hundred Twenty Two and
50/100 (\$122.50) Dollars which includes the statutory filing fee
and Certificate of Designation. Your assistance in establishing
the corporation to be known as "FM Group, Inc." is appreciated.

For your records, I can be reached at (407) 647-5611.

Respectfully,


William T. Fulton, Jr.
President

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TALLAHASSEE, FLORIDA



ARTICLES OF INCORPORATION
OF
FM Group, Inc.

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TALLAHASSEE, FLORIDA

The undersigned, being of full age does hereby apply to become a corporation for profit under the laws of the State of Florida and of the United States of America, by and under the statutes of that state, providing for the formation liability, rights, privileges, benefits and obligations conferred and imposed by said law on corporations organized pursuant to the provisions thereof, and hereby makes, subscribes acknowledges and files these Articles of Incorporation as follows:

ARTICLE I
Name of Corporation

The name of the Corporation shall be FM Group, Inc.

ARTICLE II
General Nature of Business

The general nature of the business to be transacted by this corporation shall be any activity or business permitted under the laws of the United States and State of Florida.

ARTICLE III
Stock

The maximum number of shares of stock that this corporation shall be authorized to issue shall be 100 shares, all of which shall be voting common stock with a par value of \$1.00 per share.

ARTICLE IV
Term of Existence

Corporate existence shall begin at the time of subscription and acknowledgment. This corporation shall exist perpetually unless dissolved by law.

ARTICLE V
Principal Office

The initial street address in Florida of the principal office of this corporation shall be 910 N. Phelps Ave., Winter Park, Florida.

ARTICLE VI
Number of Directors

The number of directors of this corporation shall be not less than one (1) nor more than nine (9).

ARTICLE VII
Directors

The names and street addresses of the first Board of Directors of this corporation who shall hold office for the first year or until their successors are chosen, shall be

<u>Name</u>	<u>Mailing Address</u>
William T. Fulton, Jr.	910 N. Phelps, Ave. Winter Park, Florida 32789

ARTICLE VIII
Subscribers

The name and street address of the subscriber of these Articles of Incorporation is as follows:

<u>Name</u>	<u>Mailing Address</u>
William T. Fulton, Jr.	910 N. Phelps, Ave. Winter Park, Florida 32789

ARTICLE IX
Special Provisions

- (a) In furtherance, and not in limitation of the power conferred by statute, the Board of Directors is expressly authorized :

To make, amend and alter Bylaws of this corporation;

To fix the amount to be reserved as working capital over and above its capital stock paid in;

To authorize and cause to be executed mortgages and liens upon the real and personal property of the corporation;

From time to time to determine whether and to what extent and at which times and places and under what conditions and regulations the accounts of the corporation other than stock book, or any of them shall be open to inspection of the stockholders and no stockholder shall have any right of inspecting any account book or document unless authorized by resolution of the stockholders or directors.

To issue and dispose of its authorized par value shares of stock for such consideration as the Board may deem appropriate.

- (b) Pursuant to the affirmative vote of stockholders of record, holding stock in the corporation entitling them

to exercise at least a majority of the voting power, given at a stockholders meeting duly called for that purpose, or when authorized by the written consent of stockholders of record holding stock in the corporation entitling them to exercise at least a majority of the voting power, the Board of Directors shall have power and authority at any meeting to sell, lease, or exchange all of the property and assets of this corporation including its corporate franchises, or any property or assets essential to the business of the corporation, upon such terms and conditions as its Board of Directors deem expedient for the best interest of the corporation.

- (c) This corporation may in its By laws confer upon its directors, power in addition to the foregoing and in addition to the powers and authorities expressly conferred upon it by the statutes.
- (d) No contract or other transaction between the corporation and any other corporation, in the absence of fraud, shall be affected or invalidated in the absence of fraud, shall be affected or invalidated by the fact that any one or more of the directors of the corporation is or are interested in, or a director or officer, or are directors or officers of any other corporation, and any director or directors, individually or jointly, may be a party or parties, to, or may be interested in such contract, act or transaction, or in any way connected with such person or persons, firm or corporation, and each and every person who may be in anywise interested. Any director of the corporation may vote upon any contract or other transaction between the corporation and any subsidiary or controlled corporation without regard to the fact that he is also a director of such subsidiary or controlled corporation.
- (e) Both stockholders and directors shall have power if the Bylaws to provide, to hold their meeting within or without the State of Florida, and to keep the books of this corporation outside of the State of Florida at such places as may from time to time be designated by the Board of Directors.

- (f) The corporation reserves the right to amend, alter, change or repeal any provisions contained in these ARTicles of Incorporation in the same manner now or hereafter prescribed by statue, and all rights conferred upon stockholders herein are granted subject to the reservation.

ARTICLE X
Indemnification

Each director and officer, in consideration for this services shall be indemnified, whether then in office or not, for the reasonable costs and expenses incurred by him in connection with the defense of, or for the advice concerning, an claim asserted or proceeding brought against him by reason of his being or having been a director or officer of the corporation or of any subsidiary of the corporation, whether or not wholly owned ,or by reason or any acto or omission to act as such director or officer, provided that he shall not have been derelict in the performance of this duty as to the matter or matters in respect to which such claim is asserted or proceeding brought. The foregoing right of indemnification shall be inclusive of any other right to which any director or officer may be entitled as a matter of law.

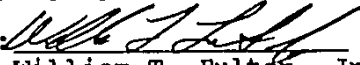
ARTICLE XI
Certificate Designating Registered Office
and Registering Agent of Corporation

Pursuant to Florida Statute 607.034 the following is submitted in compliance with said Act:

FIRST: FM Group, Inc. desiring to organize under the laws of the State of Florida with its principal office, as indicated in Article V., has named William T. Fulton, Jr., as its registered agent to accept service of process within this state.

SECOND: The registered agent of this corporation shall be William T. Fulton, Jr. who shall maintain the registered office of the corporation at 910 N. Phelps Ave, Winter Park, Florida 32789.

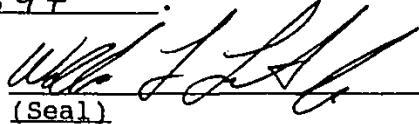
THIRD: Having been named as registered agent for the above state corporation, at the place designated in this Certificate, I hereby accept to act in this capacity,m and agree to comply with the provisions of said Act relative to keeping open said office.

By: 
William T. Fulton, Jr.
Registered Agent

THE UNDERSIGNED, being the original subscriber to the capital stock hereinbefore named, for the purposes of forming a corporation to do business both within and without of the State of Florida, makes, subscribes, acknowledges and files these ARTicles of

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STATE
TREASURY - FLORIDA

Incorporation hereby declaring and certifying that the facts therein stated are true, and accordingly, has hereunto set his name and seal this the 23 day of May, 97.


(Seal)

William T. Fulton, Jr.

STATE OF FLORIDA
COUNTY OF ORANGE

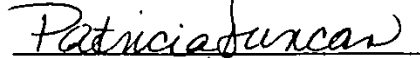
Before me, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared William T. Fulton Jr. known by me to be the person who executed the foregoing Articles of Incorporation, and they acknowledged before me that they executed those Articles of Incorporation.

IN WITNESS THEREOF, I have set hereunto my hand and affixed my official seal in the State and County aforesaid, this 23 day of May, 1997.

Known to me by

FL DL#

F435-938-58-220-0


Notary Public,
State of Florida



PATRICIA DUNCAN
My Commission CC485870
Expires Aug. 03, 1999
Bonded by HAI
800-422-1555