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GREENMAN & MANE

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FLORIDA DIVISION OF CORPORATIONS

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FROM: FRANKLIN D. GREENMAN, P.A.
071005000567

ACCT#:

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NAME: F. C. D. M., INC.

AUDIT NUMBER.....H97000009860

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

June 17, 1997

FRANKLIN D. GREENMAN PA

SUBJECT: F.C.D.M., INC.
REF: W97000014105

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

According to section 607.0202(1)(b) or 617.0202(1)(b), Florida Statutes, you must list the corporation's principal office, and if different, a mailing address in the document. If the principal address and the registered office address are the same, please indicate so in your document.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6931.

Becky McKnight
Document Specialist

FAX Aud. #: H97000009860
Letter Number: 397A00032277

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ARTICLES OF INCORPORATION
FOR
F. C. D. M., INC.

FILED
97 JUN 23 AM 10:43
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned acting as incorporators of a corporation under the Florida General Corporation act adopts the following Articles of Incorporation for their corporation.

ARTICLE I

The name of the corporation shall be F. C. D. M., INC. whose principal place of business is 30433 Hibiscus Lane, Big Pine Key, Florida 33043.

ARTICLE II

The period of duration of the corporation is perpetual.

ARTICLE III

The purpose or purposes for which the corporation is organized is to provide private consulting for Emergency Management Firefighting and generally to do any and all things necessary, pertinent, or convenient to the purposes herein and hereby stated or any activity or business permitted under the laws of the United States and of this State and to do everything necessary, proper, advisable, or convenient for the accomplishment of said purposes, and to do all of the things incidental to them or connected with them that are not forbidden by Florida corporation Laws or by any other law, or by these Articles of Incorporation, and to carry out the said purposes in any State, Territory, District, or possession of the United States, or in any foreign country.

ARTICLE IV

The aggregate number of shares that the corporation shall have the authority to issue is one hundred (100) shares of capital stock with the par value of one dollar (\$1.00) per share. The sum of the par value of all shares of the capital stock of the corporation that have been issued shall be the stated capital of the corporation at any particular time. The holders of the outstanding capital stocks

Prepared by: Franklin D. Greenman, Esq.
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Suite 40
Marathon, FL 33050
FL Bar #290815
(305)743-2351

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shall be entitled to receive, when and as declared by the Board of Directors, dividends payable either in cash, in property, or in shares of the capital stock of the corporation. Shares of the corporation are not to be divided into the classes. The corporation is not authorized to issue shares in series.

ARTICLE V

The street address in Florida of the initial registered office of the corporation is 5800 Overseas Highway, Suite 40, Marathon, Monroe County, Florida 33050 and the name of the initial registered agent at that address is Franklin D. Greenman, Esq.

ARTICLE VI

The name and address of the persons who shall serve as Directors until the first annual meeting of the shareholders, or until their successors shall have been elected and qualified is as follows:

Jack C. Watson
P.O. Box 430112
Big Pine Key, FL 33043

Lisa Watson
P.O. Box 430112
Big Pine Key, FL 33043

ARTICLE VII

The name and address of the initial incorporators are as follows:

Jack C. Watson
P.O. Box 430112
Big Pine Key, FL 33043

Lisa Watson
P.O. Box 430112
Big Pine Key, FL 33043

ARTICLE VIII

The shareholders shall have the power to adopt, amend, alter, change or repeal the Articles of Incorporation when proposed and approved at a shareholder's meeting with not less than a majority vote of the common stock.

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ARTICLE IXSECRETARY OF STATE
TALLAHASSEE, FLORIDA

No stock of this corporation shall be issued or transferred to any person who is not an officer or director of this corporation, except with the consent of the Board of Directors, evidenced by resolution duly passed at the regular meeting of the Board, or at a special meeting called for that purposes.

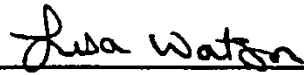
ARTICLE X**ACKNOWLEDGMENT AND CONSENT OF REGISTERED AGENT**

Having been made initial Registered Agent to accept service of process of the corporation at the initial registered office designated in these Articles of Incorporation, I hereby accept such status and consent to act in this capacity and agree to comply with all the requirements of the law pertaining thereto.


Franklin D. Greenman
Registered Agent

IN WITNESS WHEREOF, the undersigned has made and subscribed to these Articles of Incorporation on this 11 day of May, 1997.


Jack C. Watson

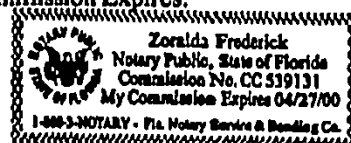

Lisa Watson

STATE OF FLORIDA)
COUNTY OF _____)

BEFORE ME, an officer duly authorized in the State aforesaid and in the County aforesaid, to take acknowledgments personally appeared JACK C. WATSON, who is personally known to me or who has produced _____ as identification and who (did) (did not) take an oath and who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed the same for the purposes therein expressed.

WITNESS my hand and official seal in the County and State aforesaid, this 18th day of March, 1997.


Notary Public, State of Florida
My Commission Expires:



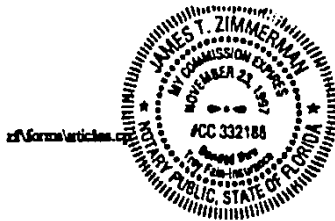
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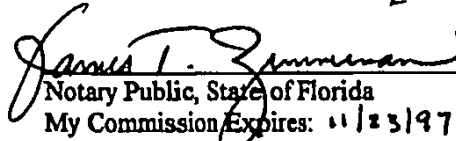
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STATE OF FLORIDA)
COUNTY OF LEON)

BEFORE ME, an officer duly authorized in the State aforesaid and in the County aforesaid, to take acknowledgments personally appeared LISA WATSON, who is personally known to me or who has produced _____ as identification and who (did) (did not) take an oath and who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed the same for the purposes therein expressed.

WITNESS my hand and official seal in the County and State aforesaid, this 7th day of MAY, 1997.




Notary Public, State of Florida
My Commission Expires: 11/23/97
JAMES T. ZIMMERMAN

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TALLAHASSEE, FLORIDA

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