

LAW OFFICES OF  
BRUCE JAY TOLAND

A PROFESSIONAL ASSOCIATION

800 BRICKELL AVENUE  
SUITE 1000

MIRAMONTE, FLORIDA 33131

TELEPHONE: (305) 381-7899

BROAD: (954) 483-6908

TELEFAX: (305) 381-8203

August 6, 1997

BRUCE JAY TOLAND, P.A.  
OF COUNSEL

VIA FEDERAL EXPRESS

Bureau of Corporate Records  
Division of Corporations  
409 East Gaines Street  
Tallahassee, Florida 32314

RE: FDS, INC.

500002260535--1  
-08/07/97--01048--019  
\*\*\*\*122.50 \*\*\*\*122.50

Dear Sir or Madam:

Enclosed please find two (2) executed duplicate originals of the Articles of Incorporation for the referenced company, together with our firm's check, payable to the Secretary of State, in the amount of \$122.50, to be applied as follows:

Filing fee:	\$35.00
Certified copy fee:	52.50
Registered Agent filing fee:	35.00
	<u>\$122.50</u>

Please return one certified stamped original of the Articles of Incorporation to the undersigned.

Thank you for your attention to this matter.

Very truly yours,

BRUCE JAY TOLAND, P.A.

By: Bruce Jay Toland  
Bruce Jay Toland, Esq.

BJT:gvk  
enclosures

C:\WP51\...\UNIVERSITY.CC\CORP\STATE.LTR\

FILED  
97 AUG -7 AM 11:41  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

8/8/97

ARTICLES OF INCORPORATION OF  
FDS, INC.

ARTICLE I  
NAME

The name of the Corporation is, **FDS, INC.**

ARTICLE II  
DURATION

This Corporation shall commence its existence upon the filing of these Articles of Incorporation and shall continue perpetually thereafter.

ARTICLE III  
PURPOSE

This Corporation is organized for the purpose of transacting any and all lawful business under the laws of the State of Florida.

ARTICLE IV  
PRINCIPAL OFFICE

The principal office of the corporation is: c/o Bruce Jay Toland, Esquire, 801 Brickell Avenue, Suite 1501, Miami, Florida 33131.

ARTICLE V  
MAILING ADDRESS

The mailing address of the corporation is: c/o Bruce Jay Toland, Esquire, 801 Brickell Avenue, Suite 1501, Miami, Florida 33131.

ARTICLE VI  
CAPITAL STOCK

This Corporation is authorized to issue One Thousand (1,000) shares of One Dollar (\$1.00) par value common stock, which shall be designated "Common Shares."

FILED  
97 AUG -7 AM 11:41  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

ARTICLE VII  
INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial Registered Office of this Corporation is c/o Bruce Jay Toland, 801 Brickell Avenue, Suite 1501, Miami, Florida 33131, and the name of the initial Registered Agent of this Corporation at that address is BRUCE JAY TOLAND.

ARTICLE VIII  
INCORPORATOR

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

<u>Name</u>	<u>Address</u>
PAUL VISAGGIO	c/o Bruce Jay Toland, P.A. 801 Brickell Avenue, Suite 1501 Miami, Florida 33131

ARTICLE IX  
POWERS

This corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act.

ARTICLE X  
AMENDMENT

This Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment to them, and any rights conferred upon the shareholders are subject to this reservation.

ARTICLE XI  
INITIAL BOARD OF DIRECTORS AND OFFICERS

This Corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time as provided in the Bylaws of the Corporation.

The names and addresses of the initial Directors of the Corporation and Officers are:

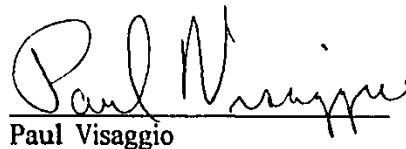
Names

Addresses

PAUL VISAGGIO

c/o Bruce Jay Toland, Esq.  
801 Brickell Avenue, Suite 1501  
Miami, Florida 33131

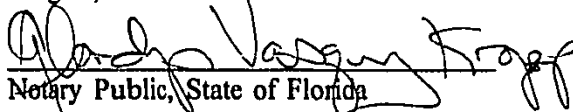
IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 6th day of August, 1997.

  
Paul Visaggio

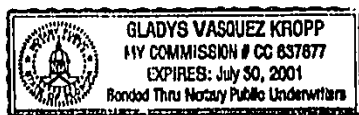
STATE OF FLORIDA :  
COUNTY OF DADE : SS

I HEREBY CERTIFY that on this day personally appeared before me, an officer duly authorized to administer oaths and take acknowledgements, PAUL VISAGGIO, who is personally known to me and who did not take an oath and, who executed the foregoing Articles of Incorporation, and he acknowledged before me that he signed and executed the same for the purposes therein stated.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at Miami, Dade County, Florida, this 6th day of August, 1997.

  
Notary Public, State of Florida

My commission expires:



**CERTIFICATE DESIGNATING REGISTERED OFFICE  
FOR SERVICE OF PROCESS  
WITHIN THE STATE OF FLORIDA, NAMING REGISTERED AGENT  
UPON WHOM PROCESS MAY BE SERVED**

IN COMPLIANCE WITH SECTIONS 607.0501 AND 48.091, FLORIDA STATUTES,  
THE FOLLOWING IS SUBMITTED:

THAT **FDS, INC.**, DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS  
OF THE STATE OF FLORIDA, HAS NAMED BRUCE JAY TOLAND, LOCATED AT 801  
BRICKELL AVENUE, SUITE 1501, MIAMI, FLORIDA 33131, AS ITS REGISTERED  
AGENT TO ACCEPT SERVICE OF PROCESS WITHIN THE STATE OF FLORIDA.

  
\_\_\_\_\_  
BRUCE JAY TOLAND

DATE: \_\_\_\_\_

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 THE CAPACITY OF REGISTERED AGENT, AND I  
FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES  
RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.

  
\_\_\_\_\_  
BRUCE JAY TOLAND

CAWP51L...UNIVERSITY. CC\CORP\FDS-INCAOI

**FILED**  
27 AUG -7 AM 11:41  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA