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FLORIDA DIVISION OF CORPORATIONS
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((H97000016265-5))

TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: FORD, JETER & BOWLUS, P.A.

ACCT#: 075350000442

CONTACT: VICKI CUMMINS

PHONE: (904)268-7227

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NAME: FS3 CORPORATION

AUDIT NUMBER.....H97000016265

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

CERT. OF STATUS..0

PAGES..... 4

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SEP 30 1997
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ARTICLES OF INCORPORATION
OF
FS3 CORPORATION

ARTICLE I - NAME

The name of this corporation is: FS3 CORPORATION.

ARTICLE II - PURPOSE

The general nature of the business or businesses to be transacted is to transact any lawful business and to exercise all powers granted to corporations by the laws of the State of Florida.

ARTICLE III - CAPITAL STOCK

The maximum number of shares with par value that this corporation is authorized to have outstanding at any one time is Seven Thousand Five Hundred (7,500) shares of voting common stock of the par value of One Dollar (\$1.00) each.

If at any time the holders of a majority of the shares of the Corporation shall enter into an agreement restricting or limiting the sale, transfer, assignment, pledge, or hypothecation of the shares of the Corporation or any part thereof to which agreement the Corporation shall become a party, the Corporation shall thereupon observe and carry out on its part the terms of any such agreement and shall refuse to recognize any sale, transfer, assignment, pledge, or hypothecation, or any attempted sale, transfer, assignment, pledge, or hypothecation, of any of the shares covered by such agreement, unless the same be in conformity with the terms and conditions of such agreement, provided that a copy of such agreement be filed in the principal office of the Corporation, and provided further that notice of the existence of such provision be noted conspicuously on the face or back of each and every certificate of shares subject to the terms and conditions of any such agreement.

ARTICLE IV - PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this Corporation of the same kind, class, or series as that which he already holds, shall have the right to purchase his pro rata share (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

This Instrument Prepared by:

Robert A. Ford, Attorney-At-Law

10110 San Jose Blvd., Jacksonville, Florida 32257

Phone: (904) 268-7227

Florida Bar No. 187810

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CORPORATIONS

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ARTICLE V - PRINCIPAL OFFICE

The principal office of this Corporation will be: 4494 Southside Blvd., Suite 202, Jacksonville, Florida, 32216.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This Corporation shall not have less than one (1) director but may have such greater number as may be elected by the stockholders from time to time.

The names and post office addresses of the members of the first board of directors, who shall hold office for the first year of existence of the Corporation or until their successors are elected or appointed and have qualified are:

Name	Address
Frank D. Shumer	114 Willow Pond Lane Ponte Vedra Beach, FL 32082

ARTICLE VII - INCORPORATOR(S)

The name and post office address of the subscriber of these Articles of Incorporation are as follows:

Name	Address
Frank D. Shumer	114 Willow Pond Lane Ponte Vedra Beach, FL 32082

ARTICLE VIII - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is: 4494 Southside Blvd., Suite 202, Jacksonville, Florida, 32216.

The name of the initial registered agent of this corporation is: Frank D. Shumer.

THE UNDERSIGNED, being the original subscriber(s) hereinbefore named for the purpose of forming a corporation to do business both within and without the State of Florida, do make, subscribe,

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acknowledge, and file these Articles, hereby declaring and certifying that the facts herein stated are true, and accordingly have hereunto set hand and seal this 29th day of SEPT, 1997.

Signed, sealed and delivered
in the presence of:

Witness #1

Patricia D. Roche

Witness #2

FRANK D. SHUMER

STATE OF FLORIDA
COUNTY OF DUVAL

The foregoing instrument was acknowledged before me this 29th day of September, 1997, by FRANK D. SHUMER, who is personally known to me or who has produced _____ as identification.

DeLynn W Zeboam
Notary Public, State and County

APPROVED SIGNATURE OF
DELYNN W ZEBOAM
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC970349
MY COMMISSION EXPIRES 1998

Name of Notary Public

(Typed, Printed or Stamped)

My Commission Expires: _____

FROM : FORD, JETER & BOWLUS

TO : Department of State

1997.09-30

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CERTIFICATE NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

Pursuant to Chapter 48.091, Florida Statutes, be it known that FS3 CORPORATION, a corporation duly organized and existing under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation, has named FRANK D. SHUMER, as its agent to accept service of process within this state.

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 that capacity, and agree to comply with the provisions of said Florida Statute relative to keeping open said office.



FRANK D. SHUMER

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STATE DEPT OF STATE
DIVISION OF CORPORATIONS