

10/08/97

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KANETSKY-MOORE

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10/08/97

FLORIDA DIVISION OF CORPORATIONS
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((H97000016721 7))

TO: DIVISION OF CORPORATIONS
* ATTN: BETH REGISTER
FROM: KANETSKY, MOORE & DEBOER, P.A.
CONTACT: ANNE M TAYLOR
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FAX #: (941)484-7226

EFFECTIVE DATE
10-1-97

NAME: FDM PROJECTS I, INC.

AUDIT NUMBER.....H97000016721

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

CERT. OF STATUS..0

PAGES..... 4

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EFFECTIVE DATE

10-1-97

ARTICLES OF INCORPORATION
OF
PDM PROJECTS I, INC.

The undersigned incorporator for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation:

ARTICLE I

NAME and ADDRESS

The name of the corporation shall be PDM PROJECTS I, INC.

The principal place of business and mailing address of this corporation shall be as follows:

Corporate Address:

15 Crossroads, Suite 211
Sarasota, FL 34239

ARTICLE II

TERM OF EXISTENCE

The term of existence of the corporation shall be perpetual. Corporate existence shall begin on October 1, 1997.

ARTICLE III

NATURE OF BUSINESS

The purpose of the corporation is to transact any business and to engage in, enter into, promote or conduct any or all lawful activities or business permitted under the laws of

THIS INSTRUMENT PREPARED BY
Erik A. Lieberman
Attorney At Law
P.O. Box 1767
Venice, Florida 34284-1767
(941) 495-1571
Fla. Bar #393053

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United States, the State of Florida, or any other state, country, territory or nation.

ARTICLE IV

CAPITAL STOCK

The total number of shares of stock which the corporation shall have authority to issue is 1,000 shares, all of which shall be common shares with a par value of \$1.00 per share. The corporation elects to have preemptive rights.

ARTICLE V

REGISTERED AGENT

The street address of the initial registered office of the corporation in Sarasota County, Florida, and the name of its initial registered agent at such address are as follows:

Name and street address

DENNIS G. FOUNTAINE
15 Crossroads, Ste. 211
Sarasota, FL 34239

ARTICLE VI

BOARD OF DIRECTORS

The corporation shall have a Board of Directors of two directors initially. The number of directors shall be prescribed by the Bylaws of the corporation from time to time. The names and addresses of the persons who shall serve as the initial directors of the corporation until the first annual meeting of the shareholders or until their successors are duly elected and qualified are as follows:

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Name and street address

DENNIS G. FOUNTAINE
15 Crossroads, Ste. 211
Sarasota, FL 34239

ED CIOFANI
2224 So. Tamiami Trail
Venice, FL 34293

ARTICLE VII

INCORPORATOR

The name and address of the Incorporator to these
Articles of Incorporation is:

Name and street address

DENNIS G. FOUNTAINE
15 Crossroads, Ste. 211
Sarasota, FL 34239

IN WITNESS WHEREOF, the undersigned, being the
incorporator hereinbefore named, for the purpose of forming a
corporation pursuant to the Florida Business Corporation Act, has
executed these Articles of Incorporation this 22 day of
September, 1997.

[Handwritten Signature]

Incorporator

STATE OF FLORIDA
COUNTY OF SARASOTA

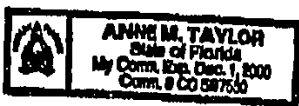
The foregoing instrument was acknowledged before me this
22 day of September, 1997, by DENNIS G. FOUNTAINE, who
is personally known to me or who has produced a driver's license as
identification and who did not take an oath.

[Handwritten Signature]

Printed Name of Notary:
ANNE M. TAYLOR

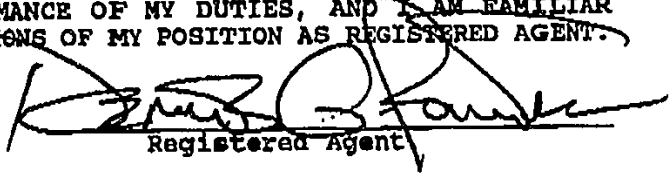
Notary Public
Commission # _____

My commission expires:



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HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THESE ARTICLES OF INCORPORATION, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.


Registered Agent

DATE: September 22, 1997

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