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October 22, 1997

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Corporate Records Bureau  
Division of Corporations  
Department of State  
P.O. Box 6327  
Tallahassee, Florida 32314

500002330575--3  
-10/27/97--01131-017  
\*\*\*122.50 \*\*\*122.50

Re: Articles of Incorporation for FYD Investment Properties, Inc.  
Our File. 5401.1000

To Whom It May Concern:

I enclose an original and a duplicate of the Articles of Incorporation and Designation of Registered Agent form regarding the above-referenced corporation.

The original is to be filed in your office and the copy certified and returned to this office in the self-addressed stamped envelope provided herein. Also, I enclose a check in the amount of \$122.50 representing the filing fees.

If you have any questions, please do not hesitate to contact me.

Very truly yours,

*Helen Ratner*

Helen Ratner,  
Legal Assistant

cc: Ronald N. Rosenwasser  
Enclosures

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
97 OCT 27 AM 9:53

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09/10/97

**ARTICLES OF INCORPORATION  
OF  
FYD INVESTMENT PROPERTIES, INC.**

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DIVISION OF CORPORATIONS  
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**Article I**

**Name**

The name of the corporation is **FYD INVESTMENT PROPERTIES, INC.**

**Article II**

**Duration**

This corporation shall have a perpetual existence.

**Article III**

**Purpose**

This corporation is organized for the purpose of transacting any and all lawful business.

**Article IV**

**Address**

The principal place of business or mailing address of this corporation shall be:

9707 Tavernier Drive  
Boca Raton, FL 33496

## Article V

### Capital Stock

This corporation is authorized to issue Ten Thousand (10,000) shares of One Cent (\$.01) par value common stock.

## Article VI

### Initial Registered Office and Agent

The street address of the initial registered office of this corporation is 9707 Tavernier Drive, Boca Raton, FL 33496, and the name of the initial registered agent of this corporation at the address is Richard Rubin.

## Article VII

### Initial Board of Directors

This corporation shall have the following number of directors initially: One (1). The number of directors may be either increased or decreased from time to time by the Bylaws but shall never be less than one (1). The names and addresses of the initial directors of this corporation are:

Richard Rubin  
9707 Tavernier Drive  
Boca Raton, FL 33496

**Article VIII**

**Incorporators**

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

Richard Rubin  
9707 Tavernier Drive  
Boca Raton, FL 33496

**Article IX**

**Powers**

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

**Article X**

**Amendment**

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, to the fullest extent permitted by law

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation on September 16, 1997.

  
\_\_\_\_\_  
Richard Rubin, Incorporator

**CERTIFICATE OF DESIGNATION  
REGISTERED AGENT/REGISTERED OFFICE**

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Pursuant to the provisions of section 607.0501 or 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is: **FYD INVESTMENT PROPERTIES, INC.**
2. The name and address of the registered agent and office is:

Richard Rubin  
9707 Tavernier Drive  
Boca Raton, FL 33496

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, 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.

Signature 

Date: September 16, 1997