

KOKO HEAD, P. A.
Attorney at Law

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December 12, 1997

VIA FEDERAL EXPRESS

Florida Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

Re: FDY, Inc.

Gentlemen:

Enclosed please find the following:

1. An original and one photocopy of the Articles of Incorporation of FDY, Inc.
2. My trust account check in the amount of \$122.50 to cover the cost of the filing and certification fees.

Please file the Articles of Incorporation and return to me a certified copy of said Articles.

Thank you for your prompt attention to this matter.

Sincerely,

Koko Head
Koko Head

KH/dlh
Enclosures

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TALLAHASSEE, FLORIDA

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12/15/97

ARTICLES OF INCORPORATION

OF

FDY, INC.

ARTICLE I

NAME

The name of this corporation is FDY, Inc.

ARTICLE II

PRINCIPAL OFFICE

The principal office and mailing address of this corporation is 4925 Verdis Street, Jacksonville, Florida 32258.

ARTICLE III

CAPITAL STOCK

This corporation is authorized to issue 1,000 shares of common stock with a part value of Ten Cents (\$0.10) per share, which shares shall be and hereby are designated as "Common Shares". Without action by the stockholders, any or all of the authorized shares may be issued by the corporation from time to time for such consideration as may be fixed by the Board of Directors of this corporation.

ARTICLE IV

INITIAL REGISTERED OFFICE AND AGENT

The initial registered office of this corporation is the State of Florida is 2970 Hartley Road, Suite 104, Jacksonville, Florida 32257. The name of the initial registered agent of this corporation at that address is Koko Head. The Board of Directors may, from time to time,

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change the registered agent or move the registered office to any other address in Florida.

ARTICLE V

INCORPORATOR

The name and address of the Incorporator of this corporation is:

NAME

ADDRESS

Frances York

4925 Verdis Street
Jacksonville, Florida 32258

Doug York

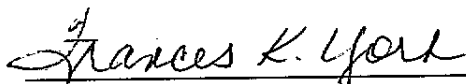
4925 Verdis Street
Jacksonville, Florida 32258


ARTICLE VI

AMENDMENTS

These Articles of Incorporation may be amended in the manner provided by law. Both the shareholders and the Board of Directors may repeal, amend or adopt Bylaws for the corporation, pursuant to these Articles, except that the shareholders may prescribe in any Bylaw made by them that such Bylaw shall not be altered, repealed or amended by the Board of Directors.

IN WITNESS WHEREOF, the undersigned Incorporators, being natural persons competent to contract, have hereunto set their hands and affix their seal this 12th day of December, 1997.

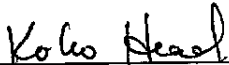
 (Seal)
Frances K. York

 (Seal)
Doug York

**CERTIFICATE OF ACCEPTANCE OF DESIGNATION OF
REGISTERED AGENT OF**

Pursuant to Sections 48.091 and 607.0501, Florida Statutes, the undersigned, having been designated as the initial Registered Agent for the service of process within the State of Florida upon FDY, Inc., a corporation organized under the laws of the State of Florida, and having been made aware of the obligations and responsibilities of a Registered Agent, does hereby accept the appointment as such Registered Agent for the above-named corporation, and does hereby agree to comply with the provisions of Section 48.091(2) relative to keeping open the Registered Office of said corporation, which Registered Office is located at 2970 Hartley Road, Suite 104, Jacksonville, Florida 32257.

IN WITNESS WHEREOF, I, such designated Registered Agent, have hereunto set my hand and seal in Jacksonville, Duval County, Florida, on this 12th day of December, 1997.



Koko Head
Registered Agent

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