

Herbert Elliott

Attorney at Law  
April 2, 1998

35 WEST LEMON STREET  
TARPON SPRINGS, FLORIDA 34689

(813) 942-3631  
FAX (813) 937-5453

P98000032104

Secretary of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

Re: FAT CAT CORPORATION

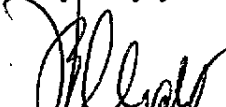
400002480354--2  
-04/06/98-01133-001  
\*\*\*\*\*75.00 \*\*\*\*\*75.00

Dear Sir/Madam:

Enclosed please find an original and one copy of Articles of Incorporation, together with my check in the amount of \$75.00 to cover the filing fee. Please provide me with a copy of the Articles once they have been filed.

If there are any questions, please feel free to call this office. Thank you for your cooperation.

Very truly yours,

  
Herbert Elliott

HE/klj

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 APR -6 AM 8:34

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

ARTICLES OF INCORPORATION

98 APR -6 AM 8:34

OF

FAT CAT CORPORATION

The undersigned subscribers to these Articles of Incorporation, natural persons competent to contract, hereby file for record the following Articles of Incorporation:

ARTICLE I. NAME

The name of the corporation shall be:

FAT CAT CORPORATION

The principal place of business of this corporation shall be:

1422 Tallahassee Avenue, Tarpon Springs, FL 34689

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding is 100 shares of common stock having \$1.00 par value per share.

ARTICLE IV. ADDRESS

The street address and mailing address of the initial registered office of the corporation shall be:

1422 Tallahassee Avenue, Tarpon Springs, FL 34689

The initial registered agent of the corporation is John Cox, whose address is 1422 Tallahassee Avenue, Tarpon Springs, FL 34689.

#### ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

#### ARTICLE VI. PREEMPTIVE 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 thereof at the price at which it is offered to others.

#### ARTICLE VII. SPECIAL PROVISIONS

It is the intent of the incorporation that the corporation will qualify under Section 1244 of the Internal Revenue Code and that the corporation will file as a Subchapter S corporation.

#### ARTICLE VIII. DIRECTORS

The Corporation shall have two directors initially. The number of directors may be increased or decreased from time to time by the By-Laws adopted by the shareholders, but shall never be less than one.

#### ARTICLE IX. OFFICERS

The names and addresses of the initial officers of the corporation shall hold office for the first year of the corporation, or until their successors are elected or appointed are:


John Cox  
Robert Paterson

President  
Vice President  
Secretary/Treasurer

#### ARTICLE X. INCORPORATORS

The name and street address of the incorporator to these Articles of Incorporation are:

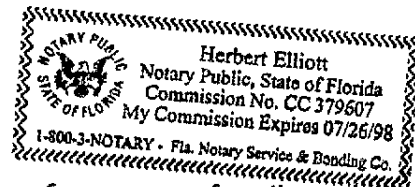
John Cox  
1422 Tallahassee Avenue  
Tarpon Springs, FL 34689

  
\_\_\_\_\_  
John Cox

STATE OF FLORIDA  
COUNTY OF PINELLAS

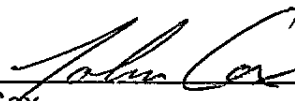
The foregoing instrument was acknowledged before me this 30 day of April, 1998, by John Cox.

  
\_\_\_\_\_  
NOTARY PUBLIC  
My Commission Expires:



ACKNOWLEDGMENT:

Having been named to accept service of process for the above-named corporation in the place designated in these Articles of Incorporation, I hereby accept to act in this capacity, and agree to comply with the provisions of Chapter 48.091, Florida Statutes, relative to keeping open said registered office.

  
\_\_\_\_\_  
John Cox  
Registered Agent

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DIVISION OF CORPORATIONS  
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