

P98000047837

GOTTLIEB & GOTTLIEB, P.A.  
ATTORNEYS AND COUNSELORS AT LAW  
2475 Enterprise Road, Suite 100  
Clearwater, Florida 33763  
(813) 791-1977  
FAX 791-8090

May 14, 1998

FLORIDA DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
P O BOX 6327  
TALLAHASSEE FLORIDA 32314

200002535332--5  
-05/26/98--01079--004  
\*\*\*122.50 \*\*\*122.50

IN RE: F&S GROUP, INC.

Gentlemen:

Enclosed are the original and one copy of the *Articles of Incorporation* and the *Acceptance of Appointment as Registered Agent* of the above-captioned corporation.

Also enclosed, please find our check in the amount of \$122.50 which comprises the filing fee of \$35.00, certified copy fee of \$52.50, and registered agent designation fee of \$35.00; all for the above-captioned corporation.

Please file the enclosed documents and return a certified copy to the undersigned.

Should you have any questions or wish to discuss this matter further, please feel free to contact us.

Sincerely yours,

GOTTLIEB & GOTTLIEB, P.A.

By:

FILED  
98 MAY 26 PM 2:57  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

cb  
Encs.

TA-5/28/98

## ARTICLES OF INCORPORATION

**1 CORPORATE NAME** - The name of the Corporation is:

**F&S GROUP, INC.**

**2 PRINCIPAL OFFICE** - The principal place of business and mailing address of this corporation shall be:

**157 Woodcreek Drive North  
Safety Harbor, Florida 34695**

**3 CAPITAL STOCK** - The number of shares of stock that the Corporation is authorized to have outstanding at any one time is One Thousand (1,000). The Corporation elects to have preemptive rights.

**4 INITIAL REGISTERED AGENT AND ADDRESS** - The name and address of the initial registered agent is:

**GOTTLIEB & GOTTLIEB, P.A.  
Attorneys and Counselors at Law  
2475 Enterprise Road, Suite 100  
Clearwater, Florida 33763**

**5 INITIAL DIRECTORS AND ADDRESSES** - The name and street address of each of the initial Directors of the Corporation are:

**PATRICIA M. FISHER  
157 Woodcreek Drive North  
Safety Harbor, Florida 34695**

**OBELIA S. SEWALL  
157 Woodcreek Drive North  
Safety Harbor, Florida 34695**

**6 INCORPORATOR** - The name and street address of each incorporator to these Articles of Incorporation are:

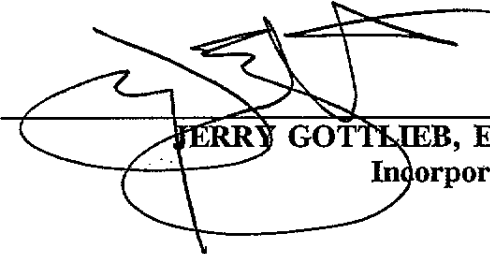
**JERRY GOTTLIEB, ESQ.  
2475 Enterprise Road, Suite 100  
Clearwater, Florida 33763**

FILED  
98 MAY 26 PM 2:57  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION**

**Page 2**

**IN WITNESS WHEREOF**, the undersigned has executed these Articles of Incorporation on May 14, 1998.

  
**JERRY GOTTLIEB, ESQ.**  
Incorporator

**STATE OF FLORIDA     )**  
**COUNTY OF PINELLAS   )**     **ss.**

The foregoing Articles of Incorporation were acknowledged before me on May 14, 1998, by Jerry Gottlieb, Esq., who is personally known to me.

  
\_\_\_\_\_  
**Notary Public**



**Corinne R. Blythe**  
**MY COMMISSION # CC533378 EXPIRES**  
**February 18, 2000**  
**BONDED THRU TROY FAIN INSURANCE, INC.**

**ACCEPTANCE OF APPOINTMENT  
AS REGISTERED AGENT**

for

**F&S GROUP, INC.**

Having been named as registered agent and to accept service of process for the above-named corporation at the place designated in this certificate, we hereby accept the appointment as Registered Agent and agree to act in this capacity. We further agree to comply with the provisions of all statutes relating to the proper and complete performance of our duties, and we are familiar with, and accept, the obligations of our position as Registered Agent.

Dated: 5/14, 1998

**GOTTLIEB & GOTTLIEB, P.A.**  
Attorneys and Counselors at Law  
2475 Enterprise Road, Suite 100  
Clearwater, Florida 33763

By:   
Jerry Gottlieb, Esq.

**FILED**  
98 MAY 26 PM 2:57  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA