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ACCOUNT NO. : 072100000032

REFERENCE : 848636 11580A

AUTHORIZATION :

COST LIMIT : \$ PREPAID

ORDER DATE : June 9, 1998

ORDER TIME : 10:25 AM

ORDER NO. : 848636-005

CUSTOMER NO: 11580A

CUSTOMER: Frank Grey, Esq
HOBBY GREY & REEVES

5709 Tidalwave Drive

New Port Richey, FL 34652

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DOMESTIC FILING

NAME: FMT GROUP, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jeanine Reynolds

EXAMINER'S INITIALS:

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JUN -9 PM12:21

RECEIVED
98 JUN -9 AM11:23
DIVISION OF CORPORATION
8/9/98

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JUN -9 PM 12:21

ARTICLES OF INCORPORATION
OF
FMT GROUP, INC.

We, the undersigned subscribers to these Articles of Incorporation, natural persons competent to contract, hereby form a corporation for profit under the Laws of the State of Florida, pursuant to Chapter 607, Florida Statutes, and execute the following:

ARTICLE I. CORPORATE NAME

The name of the corporation shall be:

FMT GROUP, INC.

and the principal place of business shall be located at **4201 Grand Boulevard New Port Richey, Pasco County, Florida 34652.**

ARTICLE II. TERM OF EXISTENCE

This corporation shall have perpetual existence, commencing upon the filing of these Articles with the Secretary of State.

ARTICLE III. GENERAL PURPOSES

The purpose of this Corporation is to engage in food services and related business and in any lawful business permitted under the Laws of the State of Florida and the United States.

ARTICLE IV. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to issue and have outstanding at any time is 100 shares of common stock, with an initial issuance of 100 shares having a par value of \$1.00 per share.

Authorized stock may be paid for in cash, past services or property, at a just value to be fixed by the Board of Directors of this Corporation at any regular or special meeting.

ARTICLE V. PRE-EMPTIVE SHARE

The shareholders of the Corporation shall have the pre-emptive right to acquire, pro rata, unissued or treasury shares of the Corporation or securities of the Corporation, convertible into or carrying the right to subscribe to or acquire shares.

Such shares or securities may be issued by the Corporation from time to time for money, any property, or past services, in addition to authorized shares, and the pre-emptive right of any shareholder shall be determined by the ratio shares of which he or she is the holder to all authorized and issued shares. The prices, terms, and conditions therefor shall be fixed by the Board of Directors.

Before publicly or privately selling or offering to sell any additional shares of its common stock, or any stock, bonds, debentures, or other securities convertible into common stock, the corporation shall first offer to all of the holders of its common stock the right to purchase a pro-rata portion of such common stock or such securities convertible into common stock.

ARTICLE VI. REGISTERED OFFICE AND AGENT

The Registered Agent and the street address of the initial Registered office of this Corporation shall be:

**RUDOLPH TONCICH, 5416 Ivy Lane,
HOLIDAY, FLORIDA 34690.**

The Board of Directors, from time to time, may designate any other address and place for the registered office of this corporation.

ARTICLE VII. BOARD OF DIRECTORS

This Corporation shall have three (3) directors initially. The number of Directors may be increased or diminished, from time to time, by By-Laws adopted by the stockholders, but shall never be less than one (1).

ARTICLE VIII. INCORPORATORS

The names and addresses of the Incorporator of these Articles of Incorporation are:

1. MICHAEL FIORE 12302 Oak Forest Lane
Bayonet Point, Florida 34667

ARTICLE X. NAME OF OFFICERS

The names of the officers who are to manage the affairs of the Corporation until the first election under the Articles of Incorporation are:

PRESIDENT: MICHAEL FIORE
VICE PRESIDENT JAMES McGUINNESS
SECRETARY: RUDOLPH TONCICH
TREASURER: RUDOLPH TONCICH

ARTICLE XI. AMENDMENT

These Articles of Incorporation may be amended in the manner provided by Law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholder's meeting by a majority of the stock entitled to vote thereon, unless all the Directors and all the Stockholders sign a written statement manifesting their intention that a certain Amendment of these Articles of Incorporation be made.

ARTICLE XII. BY-LAWS

The By-Laws shall be made, amended, or rescinded from time to time as therein provided.

ARTICLE XIII. STOCK

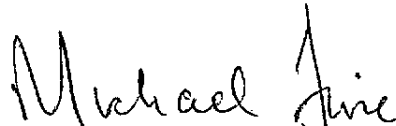
The initial issuance of stock shall be as follows:

- | | |
|---------------------|---------------|
| 1. MICHAEL FIORE | 33 1/3 Shares |
| 2. JAMES McGUINNESS | 33 1/3 Shares |
| 3. RUDOLPH TONCICH | 33 1/3 Shares |

ARTICLE XIV. RIGHT OF FIRST REFUSAL

The Corporation shall have the right of first refusal to any shareholder who desires to sell his shares or portions thereof, the compensation for which shall be fixed by the Board of Directors.

IN WITNESS WHEREOF, the undersigned Incorporator has executed the foregoing Articles of Incorporation this 8th day of June, 1998.



Michael Fiore

**STATE OF FLORIDA
COUNTY OF PASCO**

Before me, the undersigned Notary Public, personally appeared MICHAEL FIORE, to me known to be the person described in and who executed the foregoing Articles of Incorporation, who did take an oath, and who acknowledged before me that he subscribed his name to these Articles of Incorporation on the 9th day of June, 1998.

IDENTIFICATION

FURNISHED:

FLORIDA DRIVER'S LICENSE
Expires: 9-3-2000

Patricia A. Clifford-Schalk
NAME: PATRICIA A. CLIFFORD-SCHALK
Notary Public, State of Florida
My Commission Expires:



Patricia A. Clifford-Schalk
MY COMMISSION # CC572478 EXPIRES
August 18, 2000
BONDED THRU TROY FARM INSURANCE, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JUN -9 PM 12:21

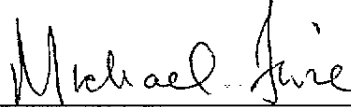
**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR
DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA,
NAMING AGENT UPON WHICH PROCESS MAY BE SERVED**

In compliance with Section 48.091, Florida Statutes, the following is submitted:

FIRST: That FMT GROUP, INC., desiring to organize or qualify under the Laws of the State of Florida, with its principal place of business at: **4201 Grand Boulevard New Port Richey, Pasco County, Florida 34652,**

has named: **RUDOLPH TONCICH**
located at: **5416 Ivy Lane, Holiday,
Florida 34690**

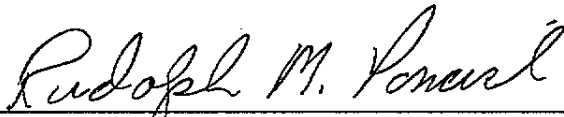
as its agent to accept service of process within the State of Florida.



Michael Fiore
TITLE: PRESIDENT

DATE: JUNE 8, 1998.

Having been named to accept service of process for the above stated Corporation, at the place designated in this Certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all Statutes relative to the property and complete performance of my duties.



RUDOLPH TONCICH
Resident Agent

DATE: JUNE 8, 1998.