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LAW OFFICES

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FLORIDA BAR BOARD CERTIFIED:
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July 28, 1998

State of Florida
Department of Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32301

200002601492--6
-07/29/98--01054--009
***\$122.50 ***\$122.50

Re: FIMA Development, Inc.

Dear Sirs:

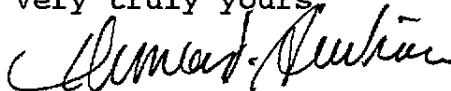
We enclose for filing two fully executed copies of the Articles of Incorporation for FIMA Development, Inc. and a designation of registered agent.

Please note that the effective date of the Articles is July 28, 1998, the date of execution. Therefore, we would appreciate your filing these Articles immediately upon receipt.

Enclosed is a check in the amount of \$122.50, payable to the Florida Department of State, to cover the necessary filing fees, tax and charge for certified copy of the Articles. A reply envelope has been enclosed for your convenience.

Thank you in advance for your attention to this matter.

Very truly yours,



Thomas V. Siciliano

TVS/lcd
enclosures
By Federal Express

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JUL 29 AM 10:12

EFFECTIVE DATE
7-28

5-3
W5

ARTICLES OF INCORPORATION
OF
FIMA DEVELOPMENT, INC.

FILED
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
98 JUL 29 AM 10:12

ARTICLE 1

NAME

The name of this Corporation is FIMA DEVELOPMENT, INC.

ARTICLE 2

DURATION

The existence of this corporation shall commence on the date of execution of these Articles of Incorporation, and thereafter this corporation shall have perpetual existence.

ARTICLE 3

PRINCIPAL PLACE OF BUSINESS

The principal place of business of this Corporation shall be 2742 Hampton Circle S., Delray Beach, Florida 33445.

ARTICLE 4

MAILING ADDRESS

The mailing address of this Corporation shall be 2742 Hampton Circle S., Delray Beach, Florida 33445.

EFFECTIVE DATE
7-28

ARTICLE 5

PURPOSES AND POWERS

This Corporation may engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE 6

CAPITAL STOCK

The aggregate number of shares which this Corporation shall have authority to issue is Seven Thousand Five Hundred (7,500) shares of Common Stock, having a par value of ONE DOLLAR (\$1.00) per share, which shares of Common Stock shall not be divided into classes, shall have unlimited voting rights and shall be entitled to receive the net assets of this Corporation upon dissolution.

ARTICLE 7

PRE-EMPTIVE RIGHTS

The Corporation elects to have pre-emptive rights and every stockholder, 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 (as nearly as may be done without issuance of fractional shares), at the price at which it is offered to others.

ARTICLE 8

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is 2742 Hampton Circle S., Delray Beach, FL 33445, and the name of the initial registered agent of this Corporation at that address is FRANK MAZZA.

ARTICLE 9

INCORPORATORS

The names and addresses of the persons signing these Articles of Incorporation, the Incorporators, are FRANK MAZZA, 2742 Hampton Circle S., Delray Beach, FL 33445, and CLIFFORD T. FINE, 4281 Live Oak Blvd., Delray Beach, Florida 33445.

ARTICLE 10

DIRECTORS

The initial Board of Directors shall consist of two members. The number of directors may be either increased or decreased from time to time by the bylaw, but shall never be less than one director. The names and addresses of the initial directors are FRANK MAZZA, 2742 Hampton Circle S., Delray Beach, FL 33445, and CLIFFORD T. FINE, 4281 Live Oak Blvd., Delray Beach, Florida 33445.

ARTICLE 11

AMENDMENT

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, as provided by law.

The undersigned Incorporators have executed these Articles of Incorporation this 28th day of July, 1998.


FRANK MAZZA, Incorporator


CLIFFORD T. FINE, Incorporator

CERTIFICATE OF
DESIGNATION OF REGISTERED AGENT
FOR
FIMA DEVELOPMENT, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JUL 29 AM 10:13

Pursuant to Section 607.0505, Florida Statutes, the following
is submitted:

FIMA DEVELOPMENT, INC., desiring to organize under the laws of
the State of Florida, with its registered office as indicated in
the Articles of Incorporation, has named FRANK MAZZA, located at
2742 Hampton Circle S., City of Delray Beach, County of Palm Beach,
State of Florida, as its registered agent for service of process
within this State.

ACKNOWLEDGEMENT:

Having been named to accept service of process for the
above-stated Corporation, at the place designated in this Certi-
ficate, I hereby agree to act in this capacity, and I further agree
to comply with the provisions of all statutes relative to the
proper and complete performance of my duties and I accept the
duties and obligations as set forth in Section 607.0505, Florida
Statutes.



FRANK MAZZA