

**FORMAN & PARKER, C.P.A., P.A.**  
CERTIFIED PUBLIC ACCOUNTANTS  
1501 SOUTHWEST LEJEUNE ROAD  
CORAL GABLES, FLORIDA 33134

TEL. 305-444-5724  
FAX 305-444-9119

TERRY J. FORMAN, C.P.A., J.D.  
ANDREW S. PARKER, C.P.A.

MEMBER: AMERICAN INSTITUTE OF CERTIFIED PUBLIC ACCOUNTANTS  
FLORIDA INSTITUTE OF CERTIFIED PUBLIC ACCOUNTANTS

*PA 000000 73161*

August 7, 1998

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

300002619593--0  
-08/19/98--01017--010  
\*\*\*\*122.50 \*\*\*\*122.50

Dear Sir or Madam:

Enclosed you will find the articles of incorporation for Fima Enterprises, Inc. for filing and a check for \$122.50 for a certified copy of the filed articles.

Your prompt and careful attention to this matter is greatly appreciated.

Very truly yours,

*Forman & Parker CPAs, P.A.*

Forman & Parker, C.P.A., P.A.

SECRETARY OF STATE  
TALLAHASSEE FLORIDA  
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FILED

AUG 21 1998

*[Handwritten signature]*

ARTICLES OF INCORPORATION

OF

FIMA ENTERPRISES, INC.

ARTICLE I.

The name of this Corporation is:

FIMA ENTERPRISES, INC.

ARTICLE II.

This Corporation shall exist in perpetuity commencing with the filing of these documents.

ARTICLE III.

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

ARTICLE IV.

This Corporation is authorized to issue 500 shares of \$1.00 par value common stock which shall be designated as "Common Shares."

ARTICLE V.

SECTION I.

In the event of any voluntary or involuntary liquidation, dissolution or winding up of this Corporation the assets of the Corporation shall be payable to and distributed ratably among the holders of record of the Common Shares.

SECTION II.: VOTING RIGHTS

Except as otherwise provided by Law, the entire voting power for the election of Directors and for all other purposes shall be vested exclusively in the holders of the outstanding Common Shares.

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

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SECRETARY OF STATE  
TALLAHASSEE FLORIDA



ARTICLE X.

The name and address of the incorporator who is signing these Articles of Incorporation is:


TERRY J. FORMAN  
1501 S.W. LeJeune Road  
Coral Gables, Florida 33134

ARTICLE XI.

AMENDMENT:

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendments thereto, and any right conferred upon the shareholders is subject to this reservation.


IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 17<sup>th</sup> day of August, 1998.

  
TERRY J. FORMAN, Subscriber

STATE OF FLORIDA     }  
COUNTY OF DADE     }

BEFORE ME, the undersigned authority, personally appeared Terry J. Forman, who is personally known to me, and who being first duly sworn deposes and states on oath that he executed the foregoing Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and seal, this 17 day of August, 1998, in the County and State aforesaid.

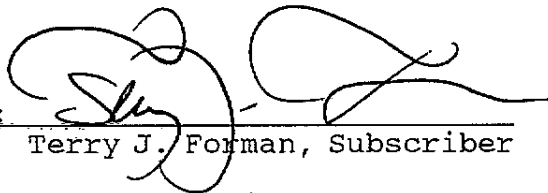
Notary Seal  SANDRA CHONG  
COMMISSION # CC724699  
EXPIRES MAR 20, 2002  
BONDED THRU  
ATLANTIC BONDING CO. Sandra Chong  
Notary Public, State of Florida  
at Large

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

In compliance with Section 48.091 and 607.0501(3), Florida Statutes, the following is submitted:

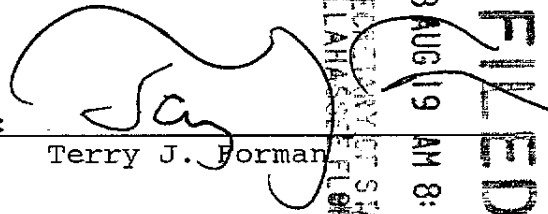
First that **FIMA ENTERPRISES, INC.** desiring to organize or qualify under the laws of the state of Florida, with its principal place of business at 1501 S.W. LeJeune Road, Coral Gables, Florida 33134, has named **TERRY J. FORMAN**, whose address is 1501 S.W. LeJeune Road, Coral Gables, Florida 33134, as its agent to accept service of process within Florida.

DATED: August 17, 1998

BY:   
Terry J. Forman, Subscriber

Having been named to accept service of process for **FIMA ENTERPRISES, INC.** at the place designated in this certificate, I hereby agree to act in this capacity, and I am familiar with and further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties

DATED: August 17, 1998


BY:   
Terry J. Forman

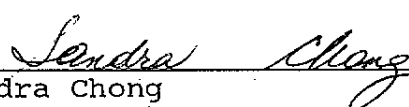
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98 AUG 19 AM 8:46  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

STATE OF FLORIDA     }  
COUNTY OF DADE     }

BEFORE ME, the undersigned authority, personally appeared Terry J. Forman, who is personally known to me, who being first duly sworn deposes and states on oath that he executed the foregoing instrument.

IN WITNESS WHEREOF, I have hereunto set my hand and seal, this 17 day of August, 1998, in the County and State aforesaid.

Notary  **SANDRA CHONG**  
COMMISSION # CC 724699  
EXPIRES MAR 20, 2002  
BONDED THRU  
ATLANTIC BONDING CO., INC.

  
Sandra Chong  
Notary Public, State of Florida  
at Large