

P 980000076498
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August 28, 1998

FEDERAL EXPRESS

Corporate Records Bureau
Division of Corporations
Department of State
409 E. Gaines Street
Tallahassee, Florida 32301

000002628580--9
-08/31/98--01054--019
***122.50 ***122.50

EFFECTIVE DATE
8-28-98

Re: FCBIO, INC.

Gentlemen:

I am enclosing the original and one copy of the Articles of Incorporation for the above-referenced corporation along with this firm's check in the amount of \$122.50 to cover the following filing costs:

<u>Item</u>	<u>Amount</u>
Filing Fee	\$35.00
Registered Agent Fee	35.00
Certified Copy Fee	<u>52.50</u>
TOTAL	122.50

After you have filed the Articles, please return a certified copy to me.

If you should have any questions, please contact my office.

Sincerely,

GILES & ROBINSON, P.A.

John J. Reid

JJR/ab
enclosures

FILED
98 AUG 31 AM 10:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

9-2-98
mm

ARTICLES OF INCORPORATION

OF

FCBIO, INC.

EFFECTIVE DATE
8-28-98

FILED
98 AUG 31 AM 10:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator makes and files with the Department of State of the State of Florida these Articles of Incorporation for the purpose of forming a corporation for profit under the laws of the State of Florida.

ARTICLE I

Name

The name of this corporation is: FCBIO, INC.

ARTICLE II

Principal Office/Mailing Address

The principal office and mailing address of the corporation shall be 3544 Country Lakes Drive, Orlando, FL 32812 until such time as the corporation notifies the Department of State of the State of Florida of any change.

ARTICLE III

Term of Existence

This corporation shall commence effective upon execution of these Articles and shall have perpetual existence.

ARTICLE IV

Nature of Business

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

ARTICLE V

Capital Structure

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 100,000 shares of common stock, having a par value of \$.01 per share.

ARTICLE VI

Initial Registered Agent and Registered Office

The initial registered agent of this corporation shall be Morris Alan Rowe. The street address of the initial registered office of this corporation, which is identical with the business office of the registered agent, is 3544 Country Lakes Drive, Orlando, FL 32812.

ARTICLE VII
Board of Directors

There shall be a Board of Directors for this corporation which shall consist of not less than one (1). Except for the number constituting the initial Board of Directors, the number of directors shall be decided by resolution of the shareholders.

ARTICLE VIII
Initial Board of Directors

The names and street addresses of the members of the initial Board of Directors of this corporation, who, subject to these Articles of Incorporation and the laws of the State of Florida, shall hold office until the first annual meeting of the shareholders or until their successors are elected and qualified, or until their resignations, removal from office or deaths:

<u>Name</u>	<u>Address</u>
Donald L. Asher, Jr.	2221 Santa Antilles Road Orlando, FL 32801
Peter J. McDonald	206 Tranquility Cove Altamonte Springs, FL 32701
Morris Alan Rowe	3544 Country Lakes Drive Orlando, FL 32812
Sidney G. Spafford	505 Canterbury Lane Kissimmee, FL 34741
Michael L. Spraggins, Sr.	4 E. Harvard Street Orlando, FL 32804

ARTICLE IX
Incorporator

The name and street address of the incorporator is:

<u>Name</u>	<u>Address</u>
John J. Reid	3110 Carmia Drive Orlando, Florida 32806

ARTICLE X
Bylaws

The power to adopt, alter, amend or repeal Bylaws shall be vested in the Board of Directors or the shareholders.

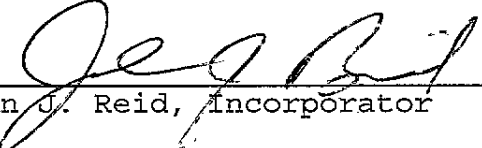
ARTICLE XI
Indemnification

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law, as provided by the Bylaws.

ARTICLE XII
Amendment of Articles of Incorporation

These Articles of Incorporation may be amended at any time by a resolution adopted by a majority vote of the Board of Directors at any annual or special meeting, provided at least ten (10) days' written notice is given to each director of the time and place of the meeting and the purpose thereof. Any amendment to these Articles of Incorporation so made must be approved by a majority vote of the shareholders of the corporation.

The incorporator executed these Articles of Incorporation this 28 day of August, 1998.



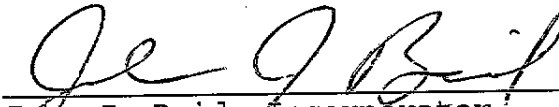
John J. Reid, Incorporator

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


In compliance with Chapter 607.0501, Florida Statutes,
the following is submitted:

That FCBIO, INC, desiring to organize or qualify under
the laws of the State of Florida, with its principal place of
business at City of Orlando, State of Florida, has named Morris
Alan Rowe located at 3544 Country Lakes Drive, Orlando, FL 32812,
City of Orlando, State of Florida as its agent to accept service of
process within Florida.

The street address of the registered office and the
street address of the business of the registered agent are
identical.


John J. Reid, Incorporator
Dated: 8/28/98

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 proper and
complete performance of my duties.


Morris Alan Rowe, Registered
Agent
Dated: 8-28-98

FILED
98 AUG 31 AM 10:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA