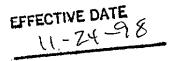
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| NEW FILINGS       | AMENDMENTS                     |  | 557 10                                   |
| Profit            | Amendment                      |  | M 7: 36                                  |
| NonProfit         | Resignation of R.A., Officer/I | Director                                 | FLO                                      |
| Limited Liability | Change of Registered Agent     |  | DE O                                     |
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| OTHER FILINGS     | REGISTRATION/                  |  |  |
| Annual Report     | QUALIFICATION                  |  |  |
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#### ARTICLES OF INCORPORATION

OF

FEDAG II, INC.

### ARTICLE 1 - Name

The name of the corporation is FEDAG II, INC.

### **ARTICLE 2 - Address**

The street address of the initial principal office of the corporation is 8445 International Drive, #108, Orlando, FL 32819. The mailing address of the corporation is the same.

#### ARTICLE 3 - Shares

This corporation is authorized to issue 1000 shares of \$1.00 par value common shares. All issued shares must be represented by certificates.

# **ARTICLE 4 - Preemptive Rights**

Each shareholder, upon the sale for money of any new shares of this corporation of the same class or series as that which the shareholder already holds, shall have the right to purchase a 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 5 - Initial Registered Office and Agent

The street address of the corporation's initial registered office is 8445 International Drive, #108, Orlando, FL 32819 and the name of the initial registered agent at that office is FRED MARION. The written acceptance by the registered agent is attached.

#### **ARTICLE 6 - Incorporator**

The name and address of each incorporator is:

FRED MARION

2725 Canoe Creek, St. Cloud, FL 34772

#### ARTICLE 7 - Initial Board of Directors

The names and addresses of the individuals who are to serve as the initial directors are:

FRED MARION

2725 Canoe Creek, St. Cloud, FL 34772

## ARTICLE 8 - Indemnification

The corporation shall indemnify any Officer or Director or any former Officer or Director to the full extent permitted by law.

#### ARTICLE 9 - Amendment

The corporation has the right to amend these Articles of Incorporation at any time to add or change a provision that is required by law or permitted in these Articles or to delete a provision not required by law to be in these Articles.



November **44** 1998

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



# CONSENT TO USE OF NAME

To whom it may concern:

Fedag, Inc., a Florida corporation, does hereby consent to the use of the name: Fedag II, Inc. by another Florida corporation.

Fedag. Inc.

Fred Marion, its President

#### ARTICLE 10 - Bylaws

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors or in the Shareholders, but any bylaw adopted by the Shareholders may not be altered, amended, or repealed by the Board of Directors.

### ARTICLE 11 - Date of Commencement of Corporate Existence

Corporate existence begins on the date of signing of the Articles of Incorporation by the incorporator provided the Articles are filed by the Department of State within five (5) business days after such date; otherwise, the date of corporate existence shall begin on the date the Articles are filed by the Department of State.

1998.

The undersigned incorporator executed these Articles of Incorporation this 24 day of November,

RED MARION, Incorporator

### NOTICE OF REGISTERED OFFICE AND REGISTERED AGENT

In compliance with Sections 48.091 and 607.0501, Florida Statutes, the following is submitted: FEDAG II, INC., desiring to organize and qualify under the laws of the State of Florida hereby designates:

Registered Office:

8445 International Drive, #108, Orlando, FL 32819

Registered Agent:

FRAD MARION

FRED MARION, Incorporator

DATED: November & 4 1998

### STATEMENT OF ACCEPTANCE OF REGISTERED AGENT

The undersigned hereby accepts the designation as Registered Agent of the above corporation and agrees to comply with the provisions of the Florida Statutes relative to my capacity as Registered Agent. The undersigned is familiar with, and accepts, the obligation of that position as provided for in Section 607.0505, Florida Statutes.

FRED MARION

REGISTERED AGENT

DATED: November 34, 1998

98 DEC - 2 AM 7: 36
SECRETARY OF STATE
ANASSEF, FLORIDA