

Division of Corporations

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Florida Department of State

Division of Corporations

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FLORIDA PROFIT CORPORATION OR P.A.

FCN Management corp.

Certificate of Status	0
Certified Copy	1
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**ARTICLES OF INCORPORATION
OF
FCN MANAGEMENT CORP.**

The undersigned, as incorporator of FCN Management Corp., under the Florida Business Corporation Act (the "Act"), hereby adopts the following Articles of Incorporation:

**I.
Name**

The name of the Corporation is FCN Management Corp.

**II.
Principal Office and Mailing Address**

The principal office and mailing address of the Corporation is 14320 Bruce B. Downs Boulevard, Tampa, Florida 33613.

**III.
Capital Stock**

The Corporation is authorized to issue 20,000 shares of \$1.00 par value common stock, which will be designated Common Stock

**IV.
Registered Office and Agent**

The street address of the initial registered office of the Corporation is 101 E. Kennedy Boulevard, Suite 2000, Tampa, Florida 33602 and the name of its initial registered agent at such address is R. Andrew Rock.

**V.
Directors**

The Corporation will have 4 directors initially. The number of directors may be increased or decreased from time to time as provided in the bylaws of the Corporation, provided that the Corporation will always have not less than 1 nor more than 7 directors. The names and addresses of the initial directors of the Corporation, who will serve until their successors are duly elected and qualified, are:

Prepared By: R. Andrew Rock
Florida Bar No. 0377058
RUDNICK & WOLFE
101 E. Kennedy Boulevard, Suite 2000
Tampa, Florida 33602
(813) 229-2111

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<u>Name</u>	<u>Address</u>
Hal J. Applebaum	14320 Bruce B. Downs Boulevard Tampa, Florida 33613
Roberto P. Medina	14320 Bruce B. Downs Boulevard Tampa, Florida 33613
James E. Pope	14320 Bruce B. Downs Boulevard Tampa, Florida 33613
Thomas W. Woodrow	14320 Bruce B. Downs Boulevard Tampa, Florida 33613

VI.

Affiliated Transactions

Pursuant to the provisions of 607.0901(5)(a) of the Act, the Corporation elects not to be governed by the requirements or other provisions regarding affiliated transactions as set forth in Section 607.0901 of the Act and, therefore, the terms of such section of the Act will not apply with respect to the approval, adoption, authorization, ratification or effectuation of any affiliated transactions involving the Corporation.

VII.

Control Share Acquisitions

Pursuant to the provisions of Section 607.0902(5) of the Act, the Corporation elects not to be governed by the requirements or other provisions regarding control-share acquisitions described in Section 607.0902 of the Act. Therefore, the terms and provisions of Section 607.0902 will not apply with respect to any control-share acquisition of any equity securities of the Corporation and the equity securities of the Corporation will have any and all other rights and privileges available under the Act.

VIII.

Incorporator

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

<u>Name</u>	<u>Address</u>
R. Andrew Rock	101 E. Kennedy Boulevard Suite 2000 Tampa, Florida 33602

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IX.
Bylaws

The power to adopt, alter, amend or repeal bylaws will be vested in the Corporation's Board of Directors.

X.
Indemnification

The Corporation will indemnify any director or officer or any former director or officer, to the fullest extent permitted by law.

XI.
Amendment

These Articles of Incorporation may be amended in the manner provided by law.


IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation on January 11, 1999.


R. ANDREW ROCK

ACCEPTANCE BY REGISTERED AGENT

Having been named Registered Agent and to accept service of process for the above-stated Corporation, at the place designated in these Articles of Incorporation, I hereby accept the appointment as registered agent and agree to act in this capacity. I am familiar with and accept my obligations as registered agent and agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

Dated: January 11, 1999


R. Andrew Rock

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