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CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

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DIVISION OF CORPORATION
99 JAN 14 PM 1:21

F. I. P. III, Inc

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DIVISION OF CORPORATION

Signature _____

Requested by: _____

Name _____

Date _____

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Walk-In _____

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☒ Art of Inc. File _____
____ LTD Partnership File _____
____ Foreign Corp. File _____
____ L.C. File _____
____ Fictitious Name File _____
____ Trade/Service Mark 000002742040--5
____ 01/14/99--01086--019
____ Merger File *****78.75 *****78.75
____ Art. of Amend. File _____
____ RA Resignation _____
____ Dissolution / Withdrawal _____
____ Annual Report / Reinstatement _____
____ ☒ Cert. Copy _____
____ Photo Copy _____
____ Certificate of Good Standing _____
____ Certificate of Status _____
____ Certificate of Fictitious Name _____
____ Corp Record Search _____
____ Officer Search _____
____ Fictitious Search _____
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ARTICLES OF INCORPORATION

99 JAN 14 PM 1:21

OF

F.I.P. III, INC.

We the undersigned, hereby make, subscribe, acknowledge and file these Articles of Incorporation for the purpose of forming a corporation under the laws of the State of Florida, providing for the formation and liabilities, rights, powers, privileges and immunities of a corporation for profit, and I hereby certify:

ARTICLE I

The name of the Corporation shall be: **F.I.P. III, INC.**

ARTICLE II

This Corporation shall have perpetual existence commencing on the date of the filing of the Articles with the Department of State.

ARTICLE III

The general purpose of the corporation will be to own, acquire and operate various business operations. To include retail and wholesale purchase, exchange and sale of any and all items involved in such business. To engage in any lawful business under of the laws of the State of Florida.

ARTICLE IV

This Corporation is authorized to issue 100 shares at (\$1.00) Dollar Par Value, which shall be designated as "Common Stock".

ARTICLE V

Every shareholder, upon the sale for cash of any new stock of this Corporation, shall have the right to purchase his prorata of share thereof (as nearly as may be done without the issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI

The location of the principal office of this Corporation in the State of Florida is 125 Gulf Stream Road, Palm Beach, Florida 33480.

ARTICLE VII

The street address of the initial registered office of this Corporation is 7301 South Dixie Highway, West Palm Beach, Florida 33405, and the name of the initial registered agent of this Corporation at the address is **H. BRYANT SIMS, ESQUIRE.**

ARTICLE VIII

This Corporation shall have one director constituting the initial Board of Directors. The number of directors may be either increased or decreased from time to time by the Bylaws, however, there shall never be less than one Director. The name and address of the initial Board of Directors are:

EUGENE SMITH, 125 Gulf Stream Road, Palm Beach, Florida 33480.

ARTICLE IX

The name and address of the Incorporator signing these Articles is:

EUGENE SMITH
125 Gulf Stream Road
Palm Beach, FL 33480

ARTICLE X

The Officers of the Corporation shall be:

**EUGENE SMITH - PRESIDENT, VICE PRESIDENT, TREASURER,
SECRETARY**

ARTICLE XI

This Corporation shall indemnify any Officer or Director or any former officer or director, to the full extent permitted by law.

ARTICLE XII

This Corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act.

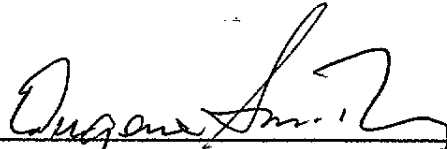
ARTICLE XIII

This Corporation reserves the right to amend, alter, change or repeal any provision contained in the Articles of Incorporation, or any amendment hereto, by majority vote of the Board of Directors, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation, or any amendment hereto, by a

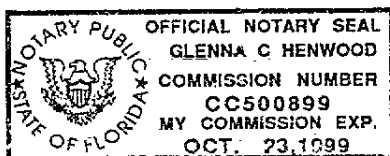
majority vote of the Board of Directors, and any right conferred upon the shareholders is subject to this reservation.


IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation on the 13th day of January, 1999.


EUGENE SMITH

STATE OF FLORIDA)
) ss:
COUNTY OF PALM BEACH)

BEFORE ME, the undersigned authority, personally appeared, EUGENE SMITH, who produced as identification Florida Driver's License, known to me and by me to be the person who executed the above Articles of Incorporation, for the purposes therein expressed, this 13th day of January, 1999.





GLENN C. HENWOOD
NOTARY PUBLIC
MY COMMISSION EXPIRES:

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for the above-named corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and further agree to comply with the provisions of all statutes relative to the proper perfor-

mance of my duties. Dated this 13th day of January, 1999


H. BRYANT SIMS, ESQUIRE

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