

P990000007251
Gary, Dytrych & Ryan

PROFESSIONAL ASSOCIATION

JOHN W. GARY, III
JAMES H. RYAN
DONALD R. BICKNELL, JR.
LAWRENCE W. SMITH
ALYS NAGLER DANIELS
PETER M. ARMOLD
JODY H. OLIVER
GREGORY C. PICKEN

RICHARD G. DYTRYCH
1925 - 1996

701 U.S. HIGHWAY ONE, SUITE 402
NORTH PALM BEACH, FLORIDA 33408
TELEPHONE (561)-844-3700
FAX (561)-844-2388

January 7, 1999

Secretary of State
State of Florida
Corporate Records Bureau
409 East Gaines Street
Tallahassee, Florida 32314

100002748461--6
-01/20/99--01100--002
*****122.50 *****78.75

RE: Articles of Incorporation - FHC, Inc.

Dear Sirs:

Enclosed herewith please find one original and one copy of the following documents:

1. Articles of Incorporation for the above-referenced corporation,

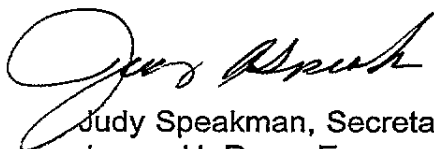
In addition, please find check number 3998 in the amount of \$122.50 is enclosed which represents the following fees:

Filing Fee	35.00
Certified Copy	52.50
Registered Agent Fee	35.00
Total:	\$122.50

Please file the above document with the Secretary of State and return the copy of the Articles of Incorporation certified to the undersigned in the enclosed envelope.

Thank you for your prompt attention to this matter and please do not hesitate to contact me if you have any questions.

Sincerely yours,
GARY, DYTRYCH & RYAN, P.A.


Judy Speakman, Secretary to
James H. Ryan, Esq.

:jas
Encls.

P. Hall

JAN 26 1999

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION OF
FHC, Inc.

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99 JAN 19 AM 9 46

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned for the purpose of forming a corporation for profit under and by virtue of the laws of the State of Florida, do hereby make, subscribe and acknowledge this Certificate for that purpose.

ARTICLE I

The name of the corporation shall be **FHC, Inc.**

ARTICLE II

The general nature of the business or businesses to be transacted by the corporation is as follows:

1. To engage in any activity or business permitted under the laws of the United States and of the State of Florida.
2. To do all and everything necessary and appropriate for the accomplishment of the business and objects enumerated in this Certificate or any amendment thereof, necessary or incidental to the attainment of the business or objects of the corporation, whether or not such business or objects of the corporation are similar in nature to the business or objects set forth in this Certificate or any amendment thereof.

The foregoing shall be construed as objects and powers in furtherance not in limitation of the general powers conferred from time to time by laws of the State of Florida; and it is hereby expressly provided that the enumeration of specific powers shall not be held to limit or restrict in any manner the powers of the corporation, and that the corporation shall and may do all and everything necessary, suitable or proper for the accomplishment of any of the purposes or objects herein enumerated, either alone or

in association with other corporations, firms or individuals to the same extent and as fully as individuals might or could do as principals, agents, contractors or otherwise.

ARTICLE III

The maximum number of shares of capital stock which the corporation is authorized to have outstanding at any time is **one hundred (100) shares** of common stock with a par value of **one dollar (\$1.00) per share**.

ARTICLE IV

The amount of capital with which the corporation shall begin business shall not be less than **One Thousand Dollars (\$1,000.00)**.

ARTICLE V

The corporation shall have perpetual existence unless sooner dissolved according to law, and its existence shall commence upon filing.

ARTICLE VI

The principal office of this corporation is to be located at **3 Church Lane, Apt. 127, North Palm Beach,, Florida 33408**.

The Board of Directors shall have the power and the authority to establish branch offices and places of business of this corporation at any point in the State of Florida, or in any state, territory, or district of the United States, or in any foreign country, as they may deem necessary for the best interests of the business.

ARTICLE VII

This corporation shall have **one (1) Director** initially. The business of this corporation shall be conducted by a Board of Directors of **one (1) or more Directors**.

The Board of Directors shall have the power and authority to prescribe the consideration to be paid to the corporation in exchange for the issuance and disposal of its capital stock. The Board of Directors shall also have the authority to adopt bylaws which shall govern the operation of the business of this corporation, and to thereafter amend the same from time to time if necessary.

ARTICLE VIII

The name and post office address of the Incorporator signing these Articles of Incorporation is as follows:

<u>Name</u>	<u>Address</u>
FRED H. CARMICHAEL	3 Church Lane, Apt. 127 North Palm Beach, Florida 33408

The value of consideration which the subscribers shall pay for each share of stock shall be at least **one dollar (\$1.00) per share**, and the proceeds of the stock subscribed for will be at least as much as the amount necessary to begin the business of the corporation at the time to stock certificates thereof are issued and the corporation otherwise activated.

ARTICLE IX

The names and post office address of the Directors and Officers who shall hold

office for the first year of the corporation's existence or until their successors have been elected and qualified are as follows:

<u>Name</u>	<u>Address</u>
FRED H. CARMICHAEL President/Secretary/Treasurer	3 Church Lane, Apt. 127 North Palm Beach,, FL 33408

ARTICLE X

This corporation reserves the right to amend, alter, change or repeal any provisions contained in the Articles of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon stockholders herein are granted subject to this reservation.

ARTICLE XI

All of the subscribers to these Articles of Incorporation are over the age of twenty-one years, are sui juris, and citizens of the United States.

Stock certificates of this corporation shall not be issued unless and until the same are paid for in full with cash, or its equivalent. Stock certificates shall not be valid unless signed and issued by the president and attested by the secretary, who shall affix thereon the corporate seal.

ARTICLE XII

The name of the initial registered agent and the address of the initial registered

office of the corporation is as follows:

JAMES H. RYAN, ESQUIRE

**701 U.S. Highway One, Suite 402
North Palm Beach, Florida 33408**

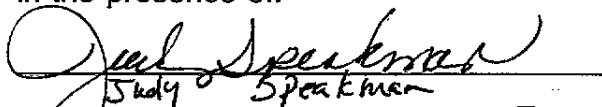
ARTICLE XIII

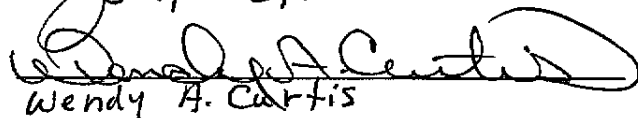
Nothing in these Articles of Incorporation shall be taken to limit the power of this corporation, and this corporation shall have all the rights and powers that are expressly stated under the Florida Statutes and Laws (F.S. 607 and as amended in the future).

The corporation shall elect to be taxed as a "small business corporation" for income tax purposes under the provisions of section 1372, Internal Revenue Code.

IN WITNESS WHEREOF, the undersigned, being the original subscribers to the capital stock herein, has made and subscribed these Articles of Incorporation this 7th day of January, 1999.

Signed, sealed and delivered
in the presence of:


Judy Speakman


Wendy A. Curtis


Fred H. Carmichael
Incorporator

THIS NOTARY PUBLIC ACKNOWLEDGEMENT ADDENDUM is made this 7th day of January, 1999 and is incorporated into and shall be

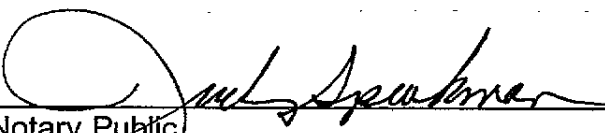
deemed to amend, supplement and be an integrated part of the ARTICLES OF INCORPORATION dated the same date as this acknowledgment, and which is given by **Fred H. Carmichael**, who is designated in said document, and whose signature is appended to said document.

The purpose of this Addendum is to affix the proper form of Notary Acknowledgement to said document, as required by sections 117.03, 117.05, and 695.25 Florida Statutes, as amended by Chapter 91-291, Laws of Florida, Approved by the Governor June 7, 1991, and effective January 1, 1992.

**STATE OF FLORIDA
COUNTY OF PALM BEACH**

BEFORE ME the undersigned officer duly authorized to take acknowledgments, this day, personally appeared **FRED H. CARMICHAEL**, to me personally known to be the person described in and who executed the foregoing Articles of Incorporation, and she acknowledged before me that she executed the same for the purposes herein expressed and did (did not) take an oath this 7th day of January 1999.

WITNESS my hand and official seal in the State and County aforesaid this 7th day of January, 1999.



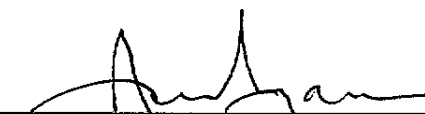
Notary Public
My Commission Expires:
Commission No.



ACCEPTANCE OF REGISTERED/RESIDENT AGENT

I HEREBY state that having been designated to accept service of process for the above stated corporation, at the place set forth hereinabove, I hereby accept such designation and agree to act in such capacity and hereby state that I am familiar with and accept the duties and responsibilities as Registered Agent for this corporation and agree to comply with the provisions of Section 607.0505 of the Florida Statutes.

DATED: JANUARY 7, 1999


JAMES H. RYAN, Registered Agent

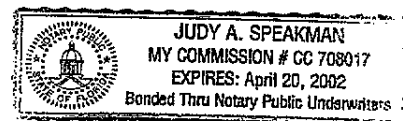
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09 JAN 19 AM 9:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**STATE OF FLORIDA
COUNTY OF PALM BEACH**

BEFORE ME the undersigned officer duly authorized to take acknowledgments, this day, personally appeared **JAMES H. RYAN**, to me personally known to be the person described in and who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed the same for the purposes herein expressed and did (did not) take an oath this 7th day of January, 1999.

WITNESS my hand and official seal in the State and County aforesaid this 7th day of January, 1999.


Notary Public
My Commission Expires:
Commission No.



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