

LAW OFFICES
BUDDY D. FORD, P.A.

115 NORTH MACDILL, TAMPA, FLORIDA 33609

FACSIMILE (813) 877-5543

BUDDY D. FORD, P.A.

A GENERAL PRACTICE FIRM
EMPHASIZING BANKRUPTCY LAW,
COMMERCIAL LITIGATION, ASSET
PROTECTION, TAXATION, ESTATE
PLANNING

(813) 877-4669

P99000020163

February 25, 1999

Secretary of State
Division of Corporations
Corporate Filings
P.O. Box 6327
Tallahassee, Florida 32314

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*****70.00 *****70.00

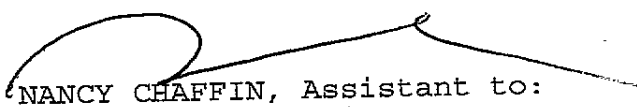
Re: Incorporation of FNG Holding Company, Inc.

Dear Madam/Sir:

Please find enclosed this firm's check in the amount of \$70.00 for filing fee, together with original Articles of Incorporation and Certificate of Designation of Registered Agent for the above referenced corporation. Also, enclosed please find a conformed copy of the Articles and Certificate. Please "file stamp" the conformed copy and return same to my attention in the enclosed self, addressed, stamped envelope.

Should you have any questions, please do not hesitate to contact me.

Sincerely Yours,


NANCY CHAFFIN, Assistant to:
Buddy D. Ford, Esquire

Enclosures

FILED
99 MAR - 1 PM 4:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Nancy GAVE
AUTHORIZATION BY PHONE TO
CORRECT Reopening, art, certif.
DATE 3/3/99
DOC. EXAM FA

New Name -
FNG Holding Company, Inc.

T.A. - 3/3/99

ARTICLES OF INCORPORATION
of
FNG HOLDING COMPANY, INC.

The undersigned Incorporator for the purpose of forming a corporation under Chapter 607 Florida Statutes, hereby adopts the following Articles of Incorporation:

ARTICLE I- NAME AND ADDRESS

The name of this corporation is FNG HOLDING COMPANY, INC. The business mailing address of the corporation is 3074 Park Lane, #3, Palm Harbor, Florida 34683.

ARTICLE II - DURATION

The duration of the corporation is perpetual.

ARTICLE III - SHARES OF STOCK

The aggregate number of shares which the corporation is authorized to issue is One Thousand (1,000). Such shares shall be of a single class and shall have a par value of One Dollar (\$1.00) per share.

ARTICLE IV - PURPOSE

This corporation is organized for the purpose of transacting any business that a corporation may engage in under the laws of the State of Florida.

ARTICLE V - INITIAL SUBSCRIBER

The initial subscriber to these Articles of Incorporation is CARL LOUIS CHILDS, JR., whose address is 3074 Park Lane, #3, Palm Harbor, Florida 34683.

ARTICLE VI - OFFICERS AND DIRECTORS

Officers and Directors shall be duly elected by the Bylaws

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TALLAHASSEE, FLORIDA

of the corporation and shall serve until the next election or their resignation. The Officers and Directors may either be increased or decreased from time to time by the Bylaws, but shall never be less than one.

ARTICLE VII - BYLAWS

The Bylaws of the corporation shall be made by the Initial Subscriber. The Bylaws shall be adopted and may be amended in accordance with the procedure set forth in the Bylaws.

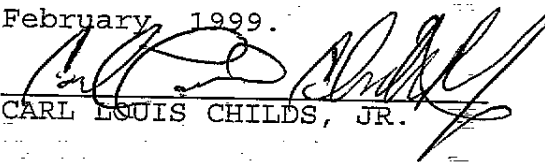
ARTICLE VIII - AMENDMENTS

The Articles of Incorporation of the corporation may be amended by resolution of the Board of Directors, approved by the members of the corporation, as provided in the Bylaws of the corporation.

ARTICLE IX - RESIDENT OFFICE AND REGISTERED AGENT

The Resident Office and the Registered Agent of the corporation shall be, BUDDY D. FORD, ESQUIRE, 115 N. MacDill Avenue, Tampa, FL 33609.


The undersigned subscriber has executed these Articles of Incorporation this 23rd day of February, 1999.



CARL LOUIS CHILDS, JR.

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

23rd The foregoing instrument was acknowledged before me this day of February, 1999, by CARL LOUIS CHILDS, JR. who has produced Driver's License # _____ as identification and who did take an oath.

NOTARY PUBLIC:


State of Florida at Large (Seal)

 Nancy K Chaffin
My Commission CC748302
Expires July 22, 2002

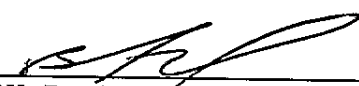
**CERTIFICATE OF DESIGNATION
REGISTERED AGENT / REGISTERED OFFICE**

Pursuant to the provision of section 607.0501, Florida Statutes, the mentioned corporation, organized under the laws of the state of Florida, submits the following statement in designating the registered office/registered agent, in the state of Florida.

1. The name of the corporation is FNG HOLDING COMPANY, INC.

2. The name and address of the registered agent and office is Buddy D. Ford, Esquire, 115 N. MacDill Avenue, Tampa, Florida 33609.

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.


BUDDY D. FORD, ESQUIRE
115 N. MacDill Avenue
Tampa, Florida 33609
(813) 877-4669

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