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THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 161556 81467A

AUTHORIZATION : *Patricia Pizut*

COST LIMIT : \$ 78.75

ORDER DATE : March 9, 1999

ORDER TIME : 2:20 PM

ORDER NO. : 161556-005

CUSTOMER NO: 81467A

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CUSTOMER: Charles F. Wheeler, Esq
CHARLES F. WHEELER, P.A.
CHARLES F. WHEELER, P.A.
Suite 350
871 Venetia Bay Boulevard
Venice, FL 34292

DOMESTIC FILING

NAME: FDJ, INC.

EFFECTIVE DATE:

RECEIVED
XX
99 MAR 19 PM 3:48
DIVISION OF CORPORATION

ARTICLES OF INCORPORATION
CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 MAR -9 PM 12:20

CONTACT PERSON: Tamara Odom

EXAMINER'S INITIALS:

cf 3/10/99

ARTICLES OF INCORPORATION OF
FDJ, INC.

99 MAR -9 PM 12:20

The undersigned, each with the capacity to contract, hereby executes and acknowledges these Articles of Incorporation for the purpose of forming a corporation under and by virtue of the laws of the State of Florida as contained in the Florida General Corporation Act, Chapter 607, Florida Statutes, as amended the ("ACT").

ARTICLE 1: NAME

Name of the Corporation shall be:

FDJ, INC.

ARTICLE 2: DURATION

The date of commencement of corporate existence shall be the date the Articles of Incorporation are filed with the Secretary of State, and the period of duration of the corporation shall be perpetual.

ARTICLE 3: PURPOSE AND POWERS

In general to have and exercise any and all power that corporations have and may exercise under the laws of the State of Florida, specifically including the provisions of Florida Statute §607.0302, and its amendments, except such powers as are inconsistent with the express provisions of these Articles of Incorporation.

ARTICLE 4: STOCK

The corporation shall have authority to issue 10,000 shares of common stock with a par value of \$1.00 per share. The corporation shall not have the authority to issue shares in series.

ARTICLE 5: PREEMPTIVE RIGHTS AND OTHER RESTRICTIONS

5.1 Statement of Preemptive Rights. After the subscription shares have been issued, each holder of shares in the corporation shall have the first right to purchase shares (and securities convertible to shares) of the corporation that may from time to time be issued (whether or not presently authorized), including shares from the treasury of the corporation, in the ratio that the number of shares he holds at the time of issue bears to the total number of shares outstanding, exclusive of treasury shares. This right shall be deemed waived by any shareholder who does not exercise it and pay for the shares preempted within thirty (30) days of receipt of a notice in writing from the corporation stating the prices, terms and conditions of the issue of shares and inviting him to exercise his preemptive rights.

5.2 Prohibition of Issued Shares for Other Than Money or Property. Shares in the corporation shall not be issued for consideration other than money, property or in payment of a debt of the corporation, without the unanimous consent of all shareholders.

5.3 Restrictions on Transfer of Stock. If any two or more shareholders or subscribers to stock of the corporation shall enter into any agreement restricting the right of any of them to transfer, encumber or otherwise dispose of any shares of stock of the corporation held by them, then all share certificates subject to such restrictions shall have a reference to the restrictions placed on the certificate and such stock shall not thereafter be transferred on the corporate books except in accordance with the provisions of such agreement. Stock transferred in violation of any such restrictions shall not be entitled to dividend or voting rights until there has been full compliance with the provisions of any such agreement.

ARTICLE 6: INITIAL REGISTERED OFFICE AND AGENT

The principal office address of the corporation is: 494 LAKE OF THE WOODS DRIVE, VENICE, FL 34293.

The registered office address is: 494 LAKE OF THE WOODS DRIVE, VENICE, FLORIDA

34293, and the name of the initial registered agent of the corporation at such address is:
SHARON L. DEMPSEY

ARTICLE 7: DIRECTORS

The initial Board of Directors shall consist of THREE members. The names and addresses of the persons who are to serve as directors until the first annual meeting of shareholders or until the successor is elected and qualified, or until the earlier resignation, removal from office or death, are as follows:

WILLIAM E. DEMPSEY, 494 LAKE OF THE WOODS DRIVE, VENICE, FL 34293.

ALFRED J. JONES, 1822 IRONWOOD COURT, VENICE, FL 34293

RICHARD FREESE, 1811 OAKWOOD COURT, VENICE, FL 34293

ARTICLE 8: INCORPORATOR

The name and address of the incorporator of this corporation is:

WILLIAM E. DEMPSEY, 494 LAKE OF THE WOODS DRIVE, VENICE, FL 34293

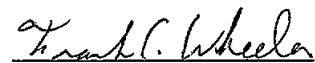
ARTICLE 9: PROVISIONS FOR THE REGULATION OF THE BUSINESS AND FOR THE CONDUCT OF THE AFFAIRS OF THE CORPORATION.

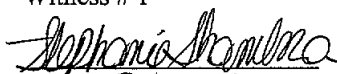
9.1 Meetings of Shareholders and Directors. Meetings of the shareholders and directors of the corporation may be held either within or without the State of Florida at such place or places as may from time to time be designated in the Bylaws or by resolution of the Board of Directors.

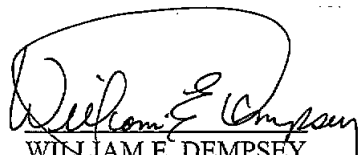
9.2 BYLAWS. The initial Bylaws of the corporation shall be adopted by the Directors. The power to amend or repeal the Bylaws or to adopt new Bylaws shall be in the shareholders, but the affirmative vote of the holders of three-fourths (3/4) of the shares outstanding shall be necessary to exercise that power. the Bylaws may contain any provisions for the regulation and management of the corporation which are consistent with the Act and these Articles of Incorporation.

9.3 CONTRACTS IN WHICH DIRECTORS HAVE AN INTEREST. No contract or other transaction of the corporation with any person, firm or corporation or no contract or other transaction in which the corporation is interested shall be invalidated or affected by (a) the fact that one or more of the directors of this corporation is interested in or is an officer or director of another corporation, or (b) the fact that any director, individually or jointly with others, may be a party to or may be interested in the contract or transaction and each person who may become a director of the corporation is hereby relieved from any liability that might otherwise arise by reason of his contracting with the corporation for the benefit of himself or any firm, or corporation in which he may be interested.

IN WITNESS WHEREOF, the undersigned, being the incorporator of the corporation, executed these Articles of Incorporation and certified to the truth of the facts herein stated, this 8 day of March, 1999.


Printed: Frank C. Wheeler
Witness # 1


Printed: Stephanie Stambora
Witness # 2


WILLIAM E. DEMPSEY

99 MAR -9 PM 12: 20

State of Florida
County of Sarasota

I Stephanie Shambora, Notary Public duly commissioned to take acknowledgments and administer oaths in the State of Florida, certify that WILLIAM E. DEMPSEY, being the incorporator referred to in the foregoing Articles of Incorporation, personally appeared before me and swore to the truth of the facts herein stated.

WITNESS my hand and official seal this 8 day of March, 1999.

Stephanie Shambora

Notary Public

STEPHANIE SHAMBORA

My commission expires:



STEPHANIE SHAMBORA
COMMISSION # CC611737
EXPIRES JAN. 6, 2001

I, SHARON L. DEMPSEY, having been named as Registered Agent in the foregoing Articles of Incorporation, hereby simultaneously 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 am familiar with and accept the obligations of my position as registered agent.

Sharon L. Dempsey
SHARON L. DEMPSEY