

P99000027913

TRANSMITTAL LETTER

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

000002813510-1
-03/22/99-01098-018
*****78.75 *****78.75

SUBJECT: FR Holdings, Inc.
(Proposed corporate name - must include suffix)

Enclosed is an original and one(1) copy of the articles of incorporation and a check for:

\$70.00
Filing Fee

\$78.75
Filing Fee
& Certificate of Status

\$78.75
Filing Fee
& Certified Copy

\$87.50
Filing Fee,
Certified Copy
& Certificate of
Status

ADDITIONAL COPY REQUIRED

FROM: James A. Dozier, Paralegal
Name (Printed or typed)

28 West Central Blvd., 4th Floor
Address

Orlando, FL 32801
City, State & Zip

(407) 425-2684
Daytime Telephone number

99 MAR 22 AM 11:21
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

FILED

NOTE: Please provide the original and one copy of the articles.

A.C.-3/26/99

ARTICLES OF INCORPORATION
of
FR HOLDINGS, INC.

The undersigned, Victor L. Chapman, acting as incorporator of FR HOLDINGS, LTD., under the Florida Business Corporation Act, adopts the following Articles of Incorporation.

ARTICLE I. NAME

The name of the corporation shall be:

FR HOLDINGS, INC.

ARTICLE II. PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

2281 Lee Road
Suite 104
Winter Park, Florida 32789

ARTICLE III. COMMENCEMENT OF EXISTENCE

The existence of the corporation will commence on the date of filing of these Articles of Incorporation.

ARTICLE IV. PURPOSE

This corporation may engage in any activity or business permitted under the laws of the United States and Florida.

ARTICLE V. AUTHORIZED SHARES

The maximum number of shares that the corporation is authorized to have outstanding at any time is 100,000 shares of common stock having a par value of \$1.00 per share. The consideration to be paid for each share shall be fixed by the board of directors and such consideration may consist of any tangible or intangible property or benefit to the corporation, including cash, promissory notes, services performed, promises to perform services evidenced by a written contract, or other securities of the corporation, with a value, in the judgment of the directors, equivalent to or greater than the full par value of the shares.

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TALLAHASSEE, FLORIDA

ARTICLE VI. INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent are:

Victor L. Chapman
2281 Lee Road
Suite 104
Winter Park, Florida 32789

ARTICLE VII. INITIAL BOARD OF DIRECTORS

The corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time, as provided in the bylaws, but shall never be less than one. The name and street address of the directors are:

Victor L. Chapman
2281 Lee Road
Suite 104
Winter Park, Florida 32789

ARTICLE VIII. INCORPORATOR

The name and address of the incorporator is:

Victor L. Chapman
2281 Lee Road
Suite 104
Winter Park, Florida 32789

The incorporator of the corporation assigns to this corporation his rights under Section 607.0201, Florida Statutes, to constitute a corporation, and he assigns to those persons designated by the board of directors any rights he may have as incorporator to acquire any of the capital stock of this corporation, this assignment becoming effective on the date corporate existence begins.

ARTICLE IX. BYLAWS

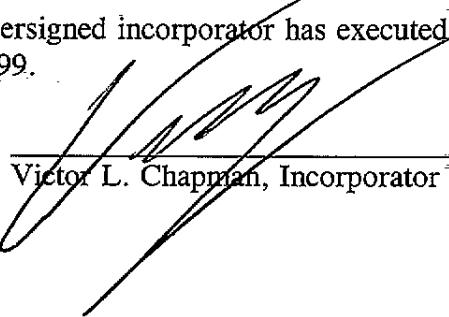
The power to adopt, alter, amend, or repeal bylaws shall be vested in the board of directors and the shareholders, except that the board of directors may not amend or repeal any bylaws adopted by the shareholders if the shareholders specifically provide that the bylaw is not subject to amendment or repeal by the directors.

ARTICLE X. AMENDMENTS

The corporation reserves the right to amend, alter, change, or repeal any provision in these Articles of Incorporation in the manner prescribed by law, and all rights conferred on

shareholders are subject to this reservation. These Articles may be amended prior to the issuance of shares of the corporation by the unanimous approval or consent of the board of directors. Thereafter, every amendment shall be approved by the board of directors, proposed by them to the shareholders, and approved at a shareholders' meeting by the holders of a majority of the shares entitled to vote on the matter or in such other manner as may be provided by law.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 12 day of March, 1999.


Victor L. Chapman, Incorporator

**CERTIFICATE OF DESIGNATION
OF
REGISTERED AGENT**

The undersigned 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

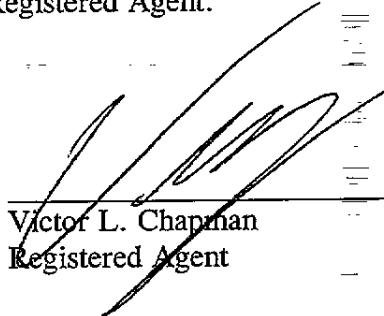
FR HOLDINGS, Inc.

2. The name and address of the Registered Agent is:

Victor L. Chapman

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.

Dated this 12 day of March, 1999.



Victor L. Chapman
Registered Agent

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ALLAMASSEE, FLORIDA

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