



THE UNITED STATES
CORPORATION
COMPANY

P99000046468

99 MAY 19 PM 12:49

DIVISION OF CORPORATION

ACCOUNT NO. : 072100000032

REFERENCE : 245993 7176554

AUTHORIZATION :

Patricia Pigato

COST LIMIT : \$ 70.00

ORDER DATE : May 19, 1999

ORDER TIME : 12:04 PM

ORDER NO. : 245993-005

CUSTOMER NO: 7176554

CUSTOMER: Brian Waxman, Esq
FOUNDATION CAPITAL
FOUNDATION CAPITAL
122 Olympus Way

000002880020--9

Jupiter, FL 33477

DOMESTIC FILING

NAME: FOUNDATION II, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jeanine Reynolds

EXAMINER'S INITIALS: _____

FILED
99 MAY 19 PM 1:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

W11728

5-21
415



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

May 20, 1999

CSC NETWORKS
1201 HAYS STREET
TALLAHASSEE, FL 32301

SUBJECT: FOUNDATION II, INC.
Ref. Number: W99000011778

We have received your document for FOUNDATION II, INC. and the authorization to debit your account in the amount of \$70.00. However, the document has not been filed and is being returned for the following:

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

PER OUR TELEPHONE CONVERSATION, PLEASE SEND AN AFFIDAVIT OF CONSENT FROM THE CORPORATION "THE FOUNDATION, INC." STATING THAT THEY ARE THE SAME PEOPLE, AND SIGNED BY AN OFFICER OR DIRECTOR.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6928.

Michelle Milligan
Document Specialist

Letter Number: 899A00027868

RECEIVED
99 MAY 21 AM 10:40
STATE OF FLORIDA
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

Associated with
Foundation I

RESUBMIT

Please give original
submission date as file date.

**ARTICLES OF INCORPORATION
OF
FOUNDATION II, INC.**

The undersigned hereby forms a Corporation under the following Charter of Articles of Incorporation:

ARTICLE I

The name of the corporation shall be FOUNDATION II, INC.

ARTICLE II

The principal office and mailing address of the Corporation is 122 Olympus Way, Jupiter, Florida 33477.

ARTICLE III

The purpose of the Corporation is to engage in any activity or business permitted under the laws of the United States of America and the State of Florida.

ARTICLE IV

The Corporation shall have the authority to issue 500 shares of common stock with a par value of one dollar (\$1.00) per share.

ARTICLE V

The period of the Corporation's existence is perpetual.

ARTICLE VI

The street address of the initial Registered office of the Corporation is 122 Olympus Way, Jupiter, Florida 33477; and the initial Registered Agent of the Corporation at that address is BRIAN K. WAXMAN, ESQUIRE.

ARTICLE VII

The number of Directors constituting this Corporation's initial Board of Directors is one (1), whose name and address is as follows:

BRIAN K. WAXMAN, ESQUIRE
122 Olympus Way
Jupiter, Florida 33477

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99 MAY 19 PM 1:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE VIII

The name and address of the Incorporator is as follows:

BRIAN K. WAXMAN, ESQUIRE
122 Olympus Way
Jupiter, Florida 33477

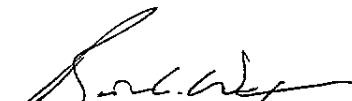
ARTICLE IX

These Articles of Incorporation may be amended in the manner provided by law.

ARTICLE X

The Corporation shall indemnify its Officers, Directors and Authorized Agents for all liabilities incurred directly, indirectly or incidentally to services performed for the Corporation, to the fullest extent permitted under Florida law existing now or hereafter enacted.

IN WITNESS WHEREOF, the undersigned Incorporator has made and executed these Articles of Incorporation of FOUNDATION II, INC. for the uses and purposes aforesaid this 17 day of May, 1999.


BRIAN K. WAXMAN, ESQUIRE

CERTIFICATE DESIGNATING PLACE OF BUSINESS OF DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED


Pursuant to Chapters 48.091 and 607.0501, Florida Statutes, the following is submitted in compliance with said Acts:

First, that FOUNDATION II, INC. desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation, at 122 Olympus Way, Jupiter, Florida 33477, County of Palm Beach, State of Florida, has named BRIAN K. WAXMAN, ESQUIRE of the same address as its Agent to accept Service of Process within this state.

ACKNOWLEDGMENT

Having been named to accept Service of Process for the above stated Corporation, at the place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.

DATED this 17 day of May 1999.


BRIAN K. WAXMAN, ESQUIRE
Registered Agent

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA