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99 JUN 25 PM 12:13

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Patricia Payne

ORDER DATE : June 24, 1999
ORDER TIME : 10:49 AM
ORDER NO. : 287202-005
CUSTOMER NO: 4301184

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CUSTOMER: Stephen L. Campbell, Esq
KANE KESSLER, P.C.
KANE KESSLER, P.C.
1350 Avenue Of The Americas
26th Floor
New York, NY 10019

DOMESTIC FILING

NAME: FAS ACQUISITION CORP.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Kim Clemons

EXAMINER'S INITIALS:

PH
6/25/99

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TALLAHASSEE, FLORIDA

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99 JUN 25 11:11:29

ARTICLES OF INCORPORATION

OF

FAS ACQUISITION CORP.

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TALLAHASSEE, FLORIDA

The undersigned, an individual, does hereby act as incorporator in adopting the following Articles of Incorporation for the purpose of organizing a corporation for profit, pursuant to the provisions of the Florida Business Corporation Act.

FIRST: The corporate name for the corporation (hereinafter called the "Corporation") is FAS Acquisition Corp.

SECOND: The street and mailing address, wherever located, of the principal office of the Corporation is 13386 International Parkway, Jacksonville, FL 32218.

THIRD: The number of shares that the Corporation is authorized to issue is 100, all of which are of a par value of \$0.01 per share each and are of the same class and are Common shares.

FOURTH: The street address of the initial registered office of the Corporation in the State of Florida is c/o Corporation Service Company, 1201 Hays Street, Tallahassee, Florida 32301.

The name of the initial registered agent of the Corporation at the said registered office is Corporation Service Company.

The written acceptance of the said initial registered agent, as required by the provisions of Section 607.0501(3) of the Florida Business Corporation Act, is set forth following the signature of the incorporator and is made a part of these Articles of Incorporation.

FIFTH: The name and the address of the incorporator are:

<u>NAME</u>	<u>ADDRESS</u>
Rawls Butler	370 West 11th Street New York, NY 10014

SIXTH The number of directors constituting the first Board of Directors is one; and the name and the address of the person who is to serve as the first director of the Corporation are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Nicholas B. Winiewicz	13386 International Parkway Jacksonville, FL 32218

SEVENTH: The purposes for which the Corporation is organized are as follows:

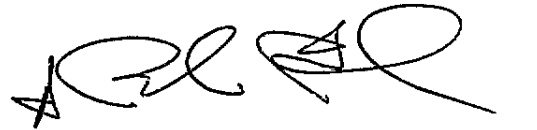
To engage in any lawful business for which corporations may be organized under the Florida Business Corporation Act.

EIGHTH: The duration of the Corporation shall be perpetual.

NINTH: The Corporation shall, to the fullest extent permitted by the provisions of the Florida Business Corporation Act, as the same may be amended and supplemented, indemnify the officers and directors of the Corporation from and against any and all of the expenses, liabilities, or other matters referred to in or covered by said provisions, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any Bylaw, vote of shareholders or disinterested directors, or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee, or agent and shall inure to the benefit of the heirs, executors, and administrators of such a person.

TENTH: The corporate existence of the Corporation shall begin on June 25, 1999.

Signed on June 24, 1999



Rawls Butler, Incorporator

Having been named as registered agent and to accept service of process for the above-named corporation at the place designated in these Articles of Incorporation, 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.

CORPORATION SERVICE COMPANY

By: Kaura R. Duff
Name: _____
Title: _____
Date: 6/25/99

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