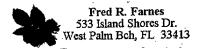
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April 1, 1999

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

Re:

Fred Farnes, Inc.

Dear Sir:

Enclosed please find the Articles of Incorporation and the Designation and Acceptance of Registered Agent for filing, together with our check in the amount of \$122.50 to cover the filing fee, certified copy charge, designation of registered agent, and charter tax.

I have also enclosed an additional copy of the Articles of Incorporation which I would appreciate having certified and returned to the above address.

Sincerely

Enclosures

9 JUN 25 AM 7: 37 LOREI/ARY OF STATI

THAT 1855

2589, 2557



FLORIDA DEPARTMENT OF STATE Katherine Harris Secretary of State

May 11, 1999

FRED FARNES 533 ISLAND SHORES DRIVE W. PALM BEACH, FL 33413

SUBJECT: FRED FARNES, INC. Ref. Number: W99000011033

We have received your document for FRED FARNES, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

You must list the corporation's principal office and/or a mailing address in the document.

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as Registered Agent.)

The registered agent must sign accepting the designation.

Please return 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) 487-6933.

Teresa Brown Corporate Specialist

Letter Number: 399A00025793



FLORIDA DEPARTMENT OF STATE Katherine Harris Secretary of State

May 25, 1999

FRED FARNES 533 ISLAND SHORES DRIVE W. PALM BEACH, FL 33413

SUBJECT: FRED FARNES, INC. Ref. Number: W99000011033

We have received your document for FRED FARNES, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

You failed to make the correction(s) requested in our previous letter.

You must list the corporation's principal office and/or a mailing address in the document.

Please correct registered agent acceptance to read I am familiar and not us familiar.

We regret that we were unable to contact you by phone. Please return the corrected document with a letter providing us with an address and telephone number where you can be reached during working hours.

Please return 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) 487-6933.

Teresa Brown Corporate Specialist

Letter Number: 899A00028545

ARTICLES OF INCORPORATION OF FRED FARNES, INC.

99 JUN 25 AM 7:38 The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of FLORIDA

ARTICLE I _ NAME

The name of the corporation shall be **FRED FARNES**, **INC**.

ARTICLE II NATURE OF BUSINESS

This corporation may engage in or transact any and all lawful activities or business permitted under the laws of the United States, the State of FLORIDA, or any other state, county, territory or nation.

ARTICLE III CAPTIAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock having a par value of \$1.00 per share.

ARTICLE IV **ADDRESS**

The street address of the initial registered office and the principal office of the corporation shall be 533 Island Shores Drive, West Palm Beach, FL 33413 and the name of the initial Registered Agent for the corporation at that address is Fred Farnes.

ARTICLE V SPECIAL PROVISIONS

The stock of this corporation is intended to qualify under the requirements of Section 1244 of the Internal Revenue Code and the regulations issued thereunder. Such actions as may be necessary shall be deemed to have been taken by the appropriate officers to accomplish this compliance.

ARTICLE VI TERM OF EXISTENCE

This corporation shall exist perpetually.

LIMIATION OF LIABILITY ARTICLE VII

Each director, stockholder and officer, in consideration for his services, shall, in the absence of fraud, be indemnified, whether then in office or not, for the reasonable cost and expenses incurred by him in connection with the defense of, or for advice concerning any claim asserted or proceeding brought against him by reason of his being or having been a director, stockholder or officer of the corporation or of any subsidiary of the corporation, whether or not wholly owned, to the maximum extent permitted by law. The foregoing right of indemnification shall be inclusive of any other rights to which any director, stockholder or officer may be entitled as a matter of law.

ARTICLE VIII SELF DEALING

No contract or other transaction between the corporation and other corporations, in the absence of fraud, shall be affected or invalidated by the fact that any one or more of the directors of the corporation is or are interested in a contract or transaction, or are directors, individually or jointly, may be a party or parties to, or my be interested in such person or person's firm or corporation, and each and every person or person's firm or corporation is hereby relieved from any liability that might otherwise exist from this contracting with the corporation for the benefit of himself or any firm, association or corporation in which he may be in any way interested. Any director of the corporation may vote upon any transaction with the corporation without regard to the fact that he is also a director of such subsidiary or corporation.

ARTICLE IX DIRECTORS, REGISTERED AGENT AND REGISTERED ADDRESS OF THE CORPORATION

This corporation shall have a minimum of one director. The initial Board of Directors shall consist of:

Fred Farnes

President

533 Island Shores Drive

West Palm Beach, FL 33413

Joshua Farnes Secretary/Treasurer

533 Island Shores Drive

West Palm Beach, FL 33413

ARTICLE X

INCORPORATOR

The name and address of the Incorporator is: Fred Farnes, 533 Island Shores Drive, West Palm Beach, FL 33413, and I am familiar with and hereby accept the duties and responsibilities as Registered Agent.

IN WITNESS WHEREOF, the und	ersigned has hereunto set his hand and seal on this
day of,	= - ()
	tand Rivaris
,	think K tOMUSI
	Incorporator: Fred Farnes

STATE OF FLORIDA COUNTY OF PALM BEACH

The foregoing instrument was executed and acknowledged before me this 22 day of UNC ______, 1999, by FRED FARVES______.

Notary Public State of Florida

My commission expires:

