

P9900062652

483 Whiting Lane,
Atlantic Beach, Fl., 32233

July 1, 1999

Corporate Records Bureau
Division of Corporations
Department of State
P.O. Box 6327,
Tallahassee, FL 32301

FILED
99 JUL -6 PM 1:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Re: Fundamental Investment Corporation

700002923777--6
-07/06/99--01109--005
*****78.75 *****78.75


Dear Sirs,

Enclosed is an original and duplicate copy of the
Articles of Incorporation for the above proposed corporation.

Please endorse your approval of this, certify and
return to me.

My check for the amount of \$78.75 to cover the
fee is enclosed.

Yours sincerely,


Forest Thomas

FT/jp
encs.

F. CHESLER JUL 1 4 1999

ARTICLE OF INCORPORATION
of
FUNDAMENTAL INVESTMENT CORPORATION

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act hereby adopt the following articles of incorporation:

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE ONE

The name of the incorporation is: FUNDAMENTAL INVESTMENT CORPORATION.

ARTICLE TWO

The term of existence of the corporation is perpetual.

ARTICLE THREE

Purpose

The corporation may transact any and all lawful business for which corporations may be incorporated under the Florida General Corporation Act.

ARTICLE FOUR

Capital Stock

The aggregate number of shares which the corporation has authority to issue is 100; all of which shall be common shares with a par value of \$1.00. All of said stock shall be payable in cash, property, labor or services at a just valuation to be fixed by the Board of Directors at a meeting called for that purpose; and any and all such shares so issued, the full consideration for which has been paid or delivered shall be deemed fully paid stock and not liable to any further call or assessments thereof, and the holder of such shares shall not be liable for any further payment thereon.

ARTICLE FIVE

The amount of capital with which this corporation may commence business is \$

ARTICLE SIX
Registered Office

The address of the Corporation's principal office and its Registered Office address is 483 Whiting Lane, Atlantic Beach, Florida, 32233.

The name of the initial registered agent at such address is: FOREST THOMAS
I hereby am familiar with and accept the duties and responsibilities of
Registered Agent of said corporation: Forest Thomas

ARTICLE SEVEN
Directors

The number of Directors of this Corporation shall not be less than one (1), nor more than three (3), but the number of such directors shall be subject to change as the By-Laws of this Corporation may, from time to time, provide.

The name and street address of the initial director of this Corporation, who shall hold office for the first year or until successors are elected and have qualified shall be:

<u>Name</u>	<u>Address</u>
Forest Thomas	483 Whiting Lane, Atlantic Beach, Fl. 32233

ARTICLE EIGHT
Incorporator

The name and address of the incorporator is: Forest Thomas.
483 Whiting Lane, Atlantic Beach, Florida, 32233.

ARTICLE NINE
Commencement of Existence

The corporation shall be deemed to commence its existence upon the filing of the articles of incorporation.

ARTICLE TEN

This certificate of incorporation may be amended as provided by Statute by the Stockholders of this Corporation.

ARTICLE ELEVEN
Informal Shareholder Actions

Any Action of the shareholders may be taken without a meeting if consent in writing, setting forth the action to be taken, shall be signed by all the persons who would be entitled to vote upon such action at a meeting and filed with the secretary of the corporation as part of the corporation records.

ARTICLE TWELVE
Pre-emptive Rights

Each shareholder of this corporation shall have the first right to purchase shares (and securities convertible into shares) of any class, kind or series of stock in this corporation that may from time to time be issued (whether or not presently authorized), including shares from the treasury of this 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. The right shall be deemed waived by any shareholder who does not exercise it and pays for the share pre-empted within thirty (30) days of receipt of a notice in writing from the corporation stating prices, terms and conditions of the issued shares and inviting him to exercise his pre-emptive rights. This right may also be waived by affirmative written waiver submitted by the shareholder to the corporation within thirty (30) days of receipt of notice from the corporation.

IN WITNESS WHEREOF, we have hereunto set our hands and seals and acknowledge the foregoing Certificate of Incorporation, this 18th day of July, 1999.


Incorporator

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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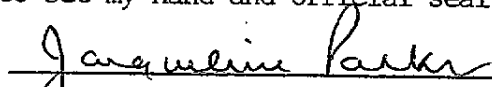
STATE OF FLORIDA
COUNTY OF DUVAL

On this 18th day of July, 1999, before me the undersigned officer, personally appeared, FOREST THOMAS who produced identification known to me, or is personally known to me, to be the person whose name is subscribed to the within instrument, and acknowledged that he executed the same for the purpose therein contained.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal.



Jacqueline Parker
MY COMMISSION # CC523929 EXPIRES
January 12, 2000
BONDED THRU TROY FAIR INSURANCE, INC.


Notary Public: State of Florida