

P9900063575



THE UNITED STATES  
CORPORATION  
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 309784 4133D

AUTHORIZATION :

Patricia Pizut

COST LIMIT : \$ 78.75

FILED

99 JUL 16 PM 2:08

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ORDER DATE : July 16, 1999

ORDER TIME : 11:38 AM

ORDER NO. : 309784-005

000002933640--1

CUSTOMER NO: 4133D

CUSTOMER: Ms. Lori Weiss  
STEARNS WEAVER MILLER WEISSLER  
STEARNS WEAVER MILLER WEISSLER  
Suite 1900  
200 East Broward Boulevard  
Ft. Lauderdale, FL 33301

DOMESTIC FILING

NAME: FMD HOLDINGS, INC.

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: Angie Glisar

EXAMINER'S INITIALS:

PN 7/16/99

RECEIVED  
99 JUL 16 PM 12:03  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

FMD HOLDINGS, INC.

FILED

99 JUL 16 PM 2: 08

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE I - NAME AND ADDRESS

The name of the Corporation is FMD HOLDINGS, Inc. The address of the principal office and the mailing address of the Corporation is c/o Stearns Weaver Miller Weissler Alhadeff & Sitterson, P.A., 200 East Broward Boulevard, Suite #1900, Fort Lauderdale, Florida 33301.

ARTICLE II - PURPOSE

The Corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE III - CAPITAL STOCK

The aggregate number of shares which the Corporation shall have authority to issue is One Thousand (1,000) shares of common stock, all of which are to have a par value of One Cent (\$.01) per share. The Board of Directors shall fix the consideration to be received for each share. Such consideration shall consist of any tangible or intangible property or benefit to the Corporation, including cash, promissory notes, services performed or written promises to perform services and shall have a value, in the judgment of the directors, equivalent to or greater than the full par value of the shares.

ARTICLE IV - INITIAL REGISTERED

OFFICE AND AGENT

The street address of the initial registered office of the Corporation and the name of the initial registered agent of the Corporation at such office is:

| <u>Name</u>              | <u>Address</u>   |
|--------------------------|--|
| Piero L. Desiderio, Esq. | Stearns Weaver Miller Weissler<br>Alhadeff & Sitterson, P.A.<br>200 East Broward Blvd., #1900<br>Ft. Lauderdale, Florida 33301 |

ARTICLE V -- COMMENCEMENT

The Corporation shall commence on the date on which these Articles of Incorporation are filed with the Secretary of State.

ARTICLE VI

BOARD OF DIRECTORS

The Board of Directors of the Corporation shall be comprised of two persons. The number of directors may be either increased or decreased from time to time as provided for in the Bylaws of the Corporation, but shall never be less than one.

ARTICLE VII - INCORPORATOR

The name and address of the person signing these Articles of Incorporation as incorporator is:

| <u>Name</u>              | <u>Address</u>   |
|--------------------------|--|
| Piero L. Desiderio, Esq. | Stearns Weaver Miller Weissler<br>Alhadeff & Sitterson, P.A.<br>200 East Broward Blvd., #1900<br>Ft. Lauderdale, Florida 33301 |

#### ARTICLE VIII - BYLAWS

The power to alter, amend or repeal the Bylaws shall be vested in each of the Board of Directors and the shareholders of the Corporation.

#### ARTICLE IX - INDEMNIFICATION

The Corporation shall indemnify any officer or director, or any former officer or director of the Corporation, to the fullest extent permitted by law.

#### ARTICLE X - AMENDMENT

The Corporation reserves to its shareholders the right to amend or repeal any provisions now or hereafter contained in these Articles of Incorporation. Any rights which these Articles may confer upon the Corporation may be modified or canceled by a vote of the shareholders to amend or repeal said Articles.

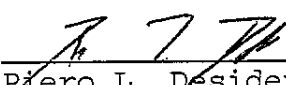
IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 15<sup>TH</sup> day of July, 1999.

  
Piero L. Desiderio, Incorporator

ACCEPTANCE OF APPOINTMENT  
OF  
REGISTERED AGENT

FILED  
99 JUL 16 PM 2:08  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

I hereby accept the appointment as registered agent contained in the foregoing Articles of Incorporation and state that I am familiar with and accept the obligations of Section 607.0501 of the Florida Statutes.

  
Piero L. Desiderio, Registered  
Agent

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