

P99000081404



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO.: 072100000032

REFERENCE : 369355 7192947

AUTHORIZATION :

COST LIMIT : \$ 70.00

Patricia Pigot

ORDER DATE : September 9, 1999

ORDER TIME : 2:48 PM

600002983186-8

ORDER NO. : 369355-005

CUSTOMER NO: 7192947

CUSTOMER: Ms. Judith A. Schroeder
FMC CAPITAL MARKETS, INC.
FMC CAPITAL MARKETS, INC.
Baker Center, Suite 107
201 8th Street South
Naples, FL 34102

DOMESTIC FILING

NAME: FMC CAPITAL GROUP, 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: Tamara Odom

EXAMINER'S INITIALS:

02251
W99-20905

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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RECEIVED
99 SEP -9 PM 4:10
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA



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99 SEP -9 AM 9: 38

FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

September 10, 1999

CSC NETWORKS
1201 HAYS STREET
TALLAHASSEE, FL 32301

SUBJECT: FMC CAPITAL GROUP, INC.
Ref. Number: W99000020905

RESUBMIT

Please give original
submission date as file date.

We have received your document for FMC CAPITAL GROUP, 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 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.")

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) 487-6973.

Claretha Golden
Document Specialist

Letter Number: 099A00044842

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
FMC Capital Group, Inc.**

**ARTICLE I
Name**

The name of the Corporation is FMC Capital Group, Inc. (the "Corporation")

**ARTICLE II
Duration**

The Corporation is to have perpetual existence.

**ARTICLE III
Registered Office and Agent**

The address of its registered office in the State of Florida is FMC Capital Group, Inc. at 201 Eighth Street South, Suite 107, 34102, in the City of Naples, County of Collier, State of Florida. The name of its registered agent at such address is Dennis B. Schroeder.

**ARTICLE IV
Purpose**

The purpose for which the Corporation is organized is to transact all lawful business for which corporations may be incorporated pursuant to the laws of the State of Florida. The Corporation shall have all the powers of a corporation organized under the Florida Business Corporation Act.

**ARTICLE V
Capital Stock**

This Corporation is authorized to issue One Thousand (1,000) shares of capital stock, no par value, to be classified as common stock and shall be entitled to receive the net assets of this Corporation upon dissolution.

**ARTICLE VI
Meetings of Stockholders; Cumulative Voting**

A. Board of Directors. This Corporation shall have no less than one (1) or more than five (5) members of the Board of Directors. The number of directors constituting the initial Board of Directors of this Corporation shall be one (1) and the name and address of the person who is to serve as the member thereof is:

Dennis B. Schroeder

201 Eighth Street South, Suite 107

Naples, Florida 34102

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B. Cumulative Voting. There shall be no cumulative voting by stockholders of any class or series in the election of directors of the Corporation.

C. Place of Meetings. Meetings of stockholders may be held at such place as the bylaws may provide.

ARTICLE VII

This Corporation elects to have preemptive rights to the full extent of the law.

ARTICLE VIII **Indemnification**

Any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative (whether or not by or in the right of the corporation) by reason of the fact that he is or was a director, officer, incorporator, employee, or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, incorporator, employee, partner, trustee, or agent of another corporation, partnership, joint venture, trust, or other enterprise (including an employee benefit plan), shall be entitled to be indemnified by the corporation to the full extent then permitted by law against expenses (including counsel fees and disbursements), judgments, fines (including excise taxes assessed on a person with respect to an employee benefit plan), and amounts paid in settlement incurred by him in connection with such action, suit, or proceeding. Such right of indemnification shall inure whether or not the claim asserted is based on matters, which antedate the adoption of this Article XV. Such right of indemnification shall continue as to a person who has ceased to be a director, officer, incorporator, employee, partner, trustee, or agent and shall inure to the benefit of the heirs and personal representatives of such a person. The indemnification provided by this Article XV shall not be deemed exclusive of any other rights which may be provided now or in the future under any provision currently in effect or hereafter adopted of the bylaws, by any agreement, by vote of stockholders, by resolution of disinterested directors, by provisions of law, or otherwise.

ARTICLE IX **Limitations on Directors' Liability**

A director of the Corporation shall not be personally liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, except: (A) for any breach of the director's duty of loyalty to the Corporation or its stockholders, (B) for acts or omissions that are not in good faith or that involve intentional misconduct or a knowing violation of law, or (C) for any transaction from which the director derived any improper personal benefit. If the Florida Business Corporation Act is amended after the date of filing of this Certificate to further eliminate or limit the personal liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the Florida Business Corporation Act, as so amended.

Any repeal or modification of the foregoing paragraph by the stockholders of the Corporation shall not adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification. A vote of two-thirds of the board of directors. Notwithstanding any other provision of this Certificate or the bylaws of the Corporation, and in addition to any affirmative vote required by law (and notwithstanding the fact that some lesser percentage may be specified by law), the bylaws shall be adopted, repealed, altered, amended or rescinded by the stockholders of the Corporation only by the vote of the holders of not less than 75% of the voting power of the outstanding shares of capital stock of the Corporation entitled to vote generally in the election of directors (considered for this purpose as one class) cast at a meeting of the stockholders called for that purpose (provided that notice of such proposed adoption, repeal, alteration, amendment or rescission is included in the notice of such meeting), or, as set forth above, by the board of directors.

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ARTICLE X
Amendment of Bylaws

In furtherance and not in limitation of the powers conferred by statute, the board of directors of the Corporation is expressly authorized to adopt, repeal, alter, amend and rescind the bylaws of the Corporation by a vote of two-thirds of the board of directors. Notwithstanding any other provision of this Certificate or the bylaws of the Corporation, and in addition to any affirmative vote required by law (and notwithstanding the fact that some lesser percentage may be specified by law), the bylaws shall be adopted, repealed, altered, amended or rescinded by the stockholders of the Corporation only by the vote of the holders of not less than 75% of the voting power of the outstanding shares of capital stock of the Corporation entitled to vote generally in the election of directors cast at a meeting of the stockholders called for that purpose (provided that notice of such proposed adoption, repeal, alteration, amendment or rescission is included in the notice of such meeting), or, as set forth above, by the board of directors.

ARTICLE XI

The name and address of the incorporator is:

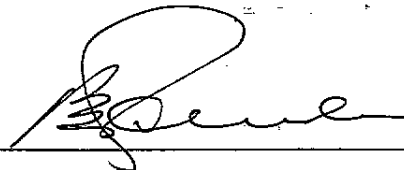
Dennis B. Schroeder
201 Eighth Street South, Suite 107
Naples, Florida 34102

I, THE UNDERSIGNED, being the incorporator, for the purpose of forming a corporation pursuant to the Florida Business Corporation Act, does make and file this Certificate of Incorporation, hereby declaring and certifying that the facts herein stated are true, and accordingly have hereunto set my hand this 13th day of September, 1999.



Dennis B. Schroeder
Incorporator

Dennis B. Schroeder, an individual residing in Naples, Florida, having been designated as the Registered Agent in the above and foregoing Articles of Incorporation, is familiar with and accepts the duties of the position of the Registered Agent under Section 607.0505, Florida Statutes.



Dennis B. Schroeder
Registered Agent