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Atkin & Friedman

Attorneys At Law  
2077 First Street, Suite 208

P.O. Box 2856

Ft. Myers, FL 33902

Howard Atkin  
David C. Friedman

(941) 337-4477  
FAX (941) 337-5376

September 17, 1999

STATE OF FLORIDA  
Department of State  
Corporate Division  
P. O. Box 6327  
Tallahassee, FL 32314

900002991149--3

-09/20/99-01091--007

\*\*\*122.50 \*\*\*\*\*78.75

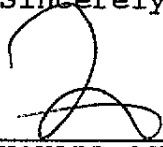
Re: Florida Processing Center, Inc.

Dear Sir/Madam:

You will find enclosed an original and one copy of the Articles of Incorporation, an original Certificate Designating Registered Agent and Place of Business Domicile for the Service of Process within Florida, and Acceptance of Agent Upon Whom the Process may be Served for the above-referenced company. Please file the originals and return a certified copy of the Articles to this office. Our check in the amount of \$122.50 is enclosed for your services.

Thank you for your anticipated cooperation in this matter.

Sincerely,

  
HOWARD ATKIN

HA/blh  
encl.  
cc: client

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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Brenda Haskett GAVE  
AUTHORIZATION BY PHONE TO  
CORRECT Art. VI (address)  
DATE 9/22  
DOC. EXAM SH

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ARTICLES OF INCORPORATION  
OF  
FLORIDA PROCESSING CENTER, INC.

ARTICLE I - FLORIDA PROCESSING CENTER, INC.

The name of the corporation is FLORIDA PROCESSING CENTER, INC.

ARTICLE II - DURATION

This Corporation shall have perpetual existence commencing on the date of filing the Articles with the Department of State.

ARTICLE III - PURPOSE

This Corporation is organized for the purpose of transacting any and all lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes, as now exists or may hereafter be amended.

ARTICLE IV - STOCK

This Corporation is authorized to issue one hundred (100) shares of one dollar (\$1.00) par value common stock which shall be designated as "common shares".

ARTICLE V - PREEMPTIVE RIGHTS

Every shareholder shall upon the sale for cash of any new stock of this Corporation, shall have the right to purchase his pro-rata share thereof (as nearly as may be done without issuance of fractional shares) at the price which it is offered to others.

ARTICLE VI - REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is 2077 First Street, Ste. 208, Fort Myers, Florida 33901 and the name of the initial registered agent of this Corporation is HOWARD ATKIN.

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SECRETARY OF STATE  
TALLAHASSEE FLORIDA

#### ARTICLE VII - INITIAL BOARD OF DIRECTORS

This Corporation shall have two Directors constituting the initial Board of Directors. The number of Directors may be either increased or decreased from time to time by the By-Laws; however, there shall never be less than one Director and no more than five. The name and address of the initial Board of Directors of the corporation is: GEOFFREY GOTTHEARDT, 13180 N. Cleveland Ave., N. Fort Myers, FL 33903 and JAMES PALMER, 13180 N. Cleveland Ave., N. Fort Myers, FL 33903.

#### ARTICLE VIII - INCORPORATORS

The name and address of the incorporators signing these Articles are: GEOFFREY GOTTHEARDT, 13180 N. Cleveland Ave., N. Fort Myers, FL 33903 and JAMES PALMER, 13180 N. Cleveland Ave., N. Fort Myers, FL 33903.

#### ARTICLE IX - INDEMNIFICATION

This Corporation shall indemnify any Officer or Director or any former Officer or Director, to the full extent permitted by law.

#### ARTICLE X - AMENDMENT

This Corporation reserves the right to amend or repeal any provisions contained in the Articles of Incorporation or any amendment hereto, by a majority vote of the Board of Directors and any right conferred upon the shareholder is subject to this reservation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles on the 16 day of September, 1999.

Geoffrey Gottheardt  
GEOFFREY GOTTHEARDT

James Palmer  
JAMES PALMER

STATE OF FLORIDA

COUNTY OF LEE

BEFORE ME, a notary public authorized to take acknowledgments in the State and County as set forth above, personally appeared GEOFFREY GOTTHEARDT and JAMES PALMER, known to be and known by me to be the person who executed the foregoing Articles of Incorporation, and they acknowledged before me that they executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have set my hand and seal in the State and County above, this 16 day of September, 1999.

Rebecca Castle (SEAL)  
Notary Public  
State of Florida at Large

Official Seal



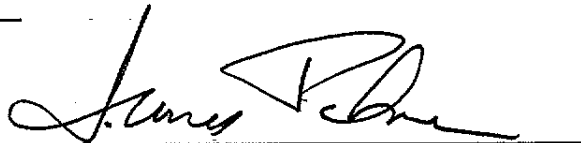
**CERTIFICATE DESIGNATING REGISTERED AGENT AND PLACE OF  
BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA,  
AND ACCEPTANCE OF AGENT UPON WHOM PROCESS MAY BE SERVED**

In compliance with Sections 48.091 and 607.34, Florida  
Statutes, the following is submitted.


That FLORIDA PROCESSING CENTER, INC., desiring to organize or  
qualify under the laws of the State of Florida, with its principal  
place of business at 13180 N. Cleveland Ave., N. Fort Myers, FL  
33903, has named HOWARD ATKIN, located at 2077 First Street, Ste.  
208, Fort Myers, Florida 33901, as its agent to accept service of  
process within Florida.

DATED: 9/16/99

  
GEOFFREY GOTTHEARDT

  
JAMES PALMER

Having been named to accept service of process for the above-  
named corporation, at the place designated on this certificate, I  
hereby agree to act in this capacity and I further agree to comply  
with the provisions of all Statutes relative to the proper  
performance of my duties.

  
HOWARD ATKIN  
Registered Agent

99 SEP 20 PM 1:26  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

**FILED**