

Division of Corporations

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Florida Department of State

Division of Corporations

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FLORIDA PROFIT CORPORATION OR P.A.

FSG Subsidiary, Inc.

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**ARTICLES OF INCORPORATION
OF
FSG SUBSIDIARY, INC.
A FLORIDA CORPORATION**

The undersigned, acting as Incorporator of a Florida corporation ("Corporation") under the Florida General Corporation Act, Chapter 607 of the Florida Statutes, hereby causes to be delivered the following Articles of Incorporation for such Corporation:

ARTICLE I

NAME

The name of the Corporation is FSG Subsidiary, Inc.

ARTICLE II

ADDRESS

The mailing address of the Corporation is:

5800 N.W. 74 Avenue
Miami, Florida 33166

ARTICLE III

COMMENCEMENT OF CORPORATE EXISTENCE

The corporate existence shall begin on the date these Articles of Incorporation are filed with the Department of State.

ARTICLE IV

PURPOSE

The Corporation is organized for the purpose of transacting any and all lawful business for which corporations may be incorporated under the laws of the State of Florida.

Prepared by:
Robert W. Barron, Esq.
Berger Davis & Singerman
350 E. Las Olas Blvd., #1000
Fort Lauderdale, FL 33301
Tel. No. 954-525-9900
FL Bar No. 0160687
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ARTICLE V

CAPITAL STOCK

The Corporation is authorized to issue One Thousand (1,000) shares of Common Stock having a par value of One Cent (\$.01) per share.

ARTICLE VI

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Corporation is Berger Davis & Singerman, 350 E. Las Olas Boulevard, Suite 1000, Fort Lauderdale, Florida, 33301, and the name of the initial Registered Agent of the Corporation at that address is Robert W. Barron.

ARTICLE VII

INITIAL BOARD OF DIRECTORS

The Corporation shall initially have one (1) director to hold office until the first annual meeting of shareholders and his successors shall have been duly elected and qualified, or until his earlier resignation, removal from office or death. The number of directors may be either increased or decreased from time to time in accordance with the Bylaws of the Corporation. The name and address of the initial director of the Corporation are as follows:

<u>Name</u>	<u>Address</u>
JOSE P. BARED	5800 N.W. 74 Avenue Miami, Florida 33166

ARTICLE VIII

INCORPORATOR

The name and address of the person signing these Articles are as follows:

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<u>Name</u>	<u>Address</u>
ROBERT W. BARRON	Berger Davis & Singerman 350 E. Las Olas Boulevard, Suite 1000 Fort Lauderdale, Florida 33301

ARTICLE IX

AMENDMENTS

The power to amend these Articles of Incorporation in accordance with law is reserved to the shareholders.

ARTICLE X

INDEMNIFICATION

To the fullest extent permitted by applicable law, a director of the Corporation shall not be liable to the Corporation or its shareholders for monetary damages for an act or omission in the director's capacity as a director, except that this Article X does not eliminate or limit the liability of a director of the Corporation to the extent the director is found liable for: (i) for any breach of the director's duty of loyalty to the Corporation or its shareholders; (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of the law; (iii) under Section 607.0834 of the Florida Statutes, as the same may be amended; or (iv) for any transaction from which the director derived an improper personal benefit. All references in Article X to a "director" shall also be deemed to refer (x) to a member of the governing body of the Corporation which is not authorized to issue capital stock, and (y) to such other person or persons, if any, who, pursuant to a provision of the articles of incorporation in accordance with Section 607.0801 of the Florida Statutes, as the same may be amended, exercise or perform any of the powers or duties otherwise conferred or imposed upon the board of directors by this Florida Statutes, as the same may be amended. Any

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repeal or amendment of this Article Eighth by the shareholders of the Corporation shall be prospective only and shall not adversely affect any limitation on the personal liability of a director of the Corporation arising from an act or omission occurring prior to the time of such repeal or amendment. In addition to the circumstances in which a director of the Corporation is not personally liable as set forth in the foregoing provisions of this Article X, a director shall not be liable to the Corporation or its shareholders to such further extent as permitted by any law hereafter enacted, including without limitation any subsequent amendment to the Florida Statutes.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 25th day of October, 1999.


ROBERT W. BARRON
Incorporator

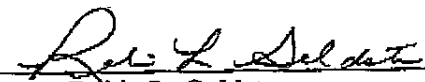
STATE OF FLORIDA)
) ss:
COUNTY OF BROWARD)

Sworn to and subscribed before me this 25th day of October, 1999, by ROBERT W. BARRON.

(X) Personally known to me; or

() Produced Identification; Type of Identification produced _____

NOTARY PUBLIC:

Sign: 
Print Name: Robin L. Goldston
Commission No.: CC 579802
My Commission Expires: 12/26/00

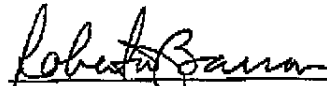


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ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

I hereby accept the appointment as the initial Registered Agent of FSG SUBSIDIARY, INC., as made in the foregoing Articles of Incorporation, and agree to act in such capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as the initial Registered Agent of FSG SUBSIDIARY, INC.

Date: October 25, 1999


ROBERT W. BARRON
Initial Registered Agent

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