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Florida Department of State

Division of Corporations

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To:

Division of Corporations

Fax Number : (850) 922-4001

From: Nery C. Toledo, Legal Assistant

Account Name : AKERMAN, SENTERFITT & EIDSON, P.A.

Account Number : 075471001363

Phone : (305) 374-5600

Fax Number : (305) 374-5095

DEAR FILING OFFICER: PLEASE FILE THE ATTACHED ARTICLES OF INCORPORATION EFFECTIVE TODAY, NOVEMBER 8, 1999. THANKS.

FLORIDA PROFIT CORPORATION OR P.A.**FGI MERGER CO.**

Certificate of Status	0
Certified Copy	1
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TALLAHASSEE, FLORIDA

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**ARTICLES OF INCORPORATION
OF
FGI MERGER CO.**

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, adopts the following Articles of Incorporation:

**ARTICLE I
NAME**

The name of the corporation is FGI MERGER CO. (hereinafter called the "Corporation").

**ARTICLE II
PRINCIPAL OFFICE AND MAILING ADDRESS**

The principal office and mailing address of the Corporation is:

100 S. E. 3rd Avenue, Suite 2108
Fort Lauderdale, Florida 33394

**ARTICLE III
CAPITAL STOCK**

The number of shares of stock that the Corporation is authorized to issue is One Thousand (1,000) shares, \$.001 par value per share, of common stock. Each issued and outstanding share of common stock shall be entitled to one vote on each matter submitted to a vote at a meeting of the shareholders.

**ARTICLE IV
INITIAL REGISTERED OFFICE AND AGENT**

The street address of the Corporation's initial registered office is: One S.E. 3rd Avenue, 28th Floor, Miami, Florida 33131. The name of the Corporation's initial registered agent at that office is: American Information Services, Inc.

Prepared by:
Stacy L. Ossin, Esq.
One S.E. Third Avenue, 28th Floor
Miami, Florida 33131
(305) 374-5600
Florida Bar No. 0119733

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ARTICLE V
INCORPORATOR

The name and street address of the incorporator of the Corporation is: Stacy L. Ossin, Esq.,
One S. E. Third Avenue, 28th Floor, Miami, Florida 33131.

ARTICLE VI
INITIAL DIRECTORS

The names and street addresses of the individuals who are to serve as the initial directors of
the Corporation are:

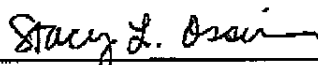
Michael Carpenter
100 S. E. 3rd Avenue, Suite 2108
Fort Lauderdale, Florida 33394

Craig Farlie
100 S. E. 3rd Avenue, Suite 2108
Fort Lauderdale, Florida 33394

ARTICLE VII
INDEMNIFICATION

The Corporation shall indemnify any present or former officer or director, or person
exercising powers and duties of an officer or a director, to the full extent now or hereafter permitted
by law.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation
this 8th day of November, 1999.



Stacy L. Ossin, Incorporator

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**CERTIFICATE OF ACCEPTANCE BY
REGISTERED AGENT**

Pursuant to the provisions of Section 607.0501 of the Florida Business Corporation Act, the undersigned submits the following statement in accepting the designation as registered agent and registered office of FGI MERGER CO., a Florida corporation (the "Corporation"), in the Corporation's articles of incorporation:

Having been named as registered agent and to accept service of process for the Corporation at the registered office designated in the Corporation's articles of incorporation, the undersigned accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties, and the undersigned is familiar with and accepts the obligations of its position as registered agent.

IN WITNESS WHEREOF, the undersigned has executed this Certificate this 8th day of November, 1999.

American Information Services, Inc.

By: Nery C. Toledo V.P.
Nery C. Toledo, Vice President

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