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Corporate and Business Law

Real Property

Wills, Trusts, Estates

and Probate

Admitted to Practice  
In Florida and Illinois

November 8, 1999

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-11/10/99-01048-001

\*\*\*\*\*70.00 \*\*\*\*\*70.00

Florida Secretary of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

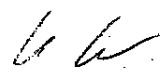
Re: Fleming Group, Inc.

Dear Sirs:

Enclosed herewith please find Articles of Incorporation and Designation of Resident Agent and Acceptance for the above referenced entity together with my trust account check in the amount of \$ 70.00 to cover filing fees.

Thank you for your attention to this matter.

Very truly yours,

  
DAVID L. KOUT

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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enclosures

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ARTICLES OF INCORPORATION

OF

FLEMING GROUP, INC.

The undersigned, for the purpose of forming a corporation under the Florida Business Corporation Act hereby adopt the following articles of incorporation:

ARTICLE I  
NAME

The name of the corporation is FLEMING GROUP, INC.

ARTICLE II  
DURATION

The term of existence of the corporation is perpetual.

ARTICLE III  
PURPOSE

The corporation may transact any and all lawful business for which corporations may be organized under the Florida Business Corporation Act.

ARTICLE IV  
CAPITAL STOCK

The aggregate number of shares that the corporation has authority to issue is one-hundred (100), all of which shall be common stock with par value of \$ 1.00.

ARTICLE V  
PREEMPTIVE RIGHTS GRANTED

Each shareholder of any class of stock of this corporation shall be entitled to full preemptive rights to purchase any un-issued or treasury shares of the corporation and any securities of the corporation convertible into or carrying a right to subscribe to or acquire any un-issued or treasury shares.

ARTICLE VI  
REGISTERED OFFICE

The street address of the initial registered office of the corporation is 5359 N. Nob Hill Rd., Sunrise, Florida 33351 and the name of the initial registered agent at that address is KENNETH FLEMING.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE VII  
DIRECTORS

7.01. The initial board of directors of the corporation shall consist of two (2) members.

7.02. The name and address of the first board of directors is:

Name	Address
EMMA J. FLEMING, President	5359 N. Nob Hill Rd. Sunrise, Florida 33351
KENNETH FLEMING, Vice-President	5359 N. Nob Hill Rd. Sunrise, Florida 33351

ARTICLE VIII  
INCORPORATORS

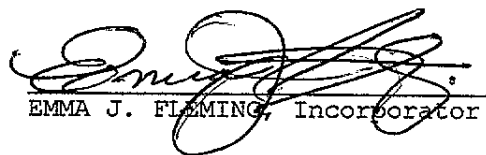
The names and addresses of the incorporators are:

Name	Address
KENNETH FLEMING	5359 N. Nob Hill Rd. Sunrise, Florida 33351

ARTICLE IX  
COMMENCEMENT OF EXISTENCE

The corporation shall commence it's existence on the date of the filing of these articles.

IN WITNESS WHEREOF, I have subscribed my name this 5<sup>th</sup> day of November, 1999.


  
EMMA J. FLEMING, Incorporator

STATE OF FLORIDA

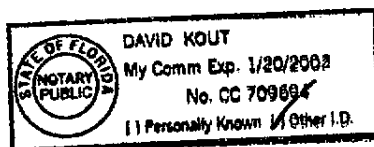
COUNTY OF BROWARD

On this 5<sup>TH</sup> day of November, 1999, before me an officer duly authorized to take oaths and acknowledgements, personally appeared EMMA J. FLEMING, known to me by presentation of a Florida drivers license to be the person whose name is subscribed to the instrument within, and he acknowledged that he executed the same for the the purposes contained therein after (not) taking an oath.

IN WITNESS WHEREOF, I hereunto set my hand and official seal.

  
\_\_\_\_\_  
NOTARY PUBLIC, State of Florida

My Commission Expires:



STATE OF FLORIDA  
DEPARTMENT OF STATE

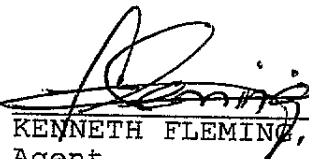
Certificate Designating Place of Business or Domicile for the  
Service of Process Within this State and Naming Agent upon  
Whom Process may be Served.

The following is submitted in compliance with Chapter  
48.091, Florida Statutes:

FLEMING GROUP, INC., a corporation organizing under the laws  
of the State of Florida with it's principal office at 5359 N.  
Nob Hill Rd. in the city of Sunrise, County of Broward, State  
of Florida, has named KENNETH FLEMING located at 5359 N. Nob  
Hill Rd., City of Sunrise, County of Broward, State of  
Florida, as its agent to accept service of process within this  
state.

ACCEPTANCE:

I agree as Resident Agent to accept Service of Process  
to keep office open during prescribed hours; to post my name  
(and any other officers of said corporation authorized to  
accept service of process at the above Florida designated  
address) in some conspicuous place in office as required by  
Law.

  
KENNETH FLEMING, Resident  
Agent

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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