

EMC Paralegal Services, Inc.

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ELLEN M. CLARK
Legal Asst.

Post Office Box 2051
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P99000109188

December 10, 1999

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-12/15/99-01057-011
*****78.75 *****78.75

Florida Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

RE: Incorporation of FLC, Inc.

Dear Sir/Madam:

Enclosed are the fully executed Articles of Incorporation of FLC, Inc. Also enclosed is my firm check made payable to the State of Florida in the amount of \$78.75 for filing of the Articles and a certified copy of the same. Please return these documents to me at the above address.

If you have any questions or need further information, please call.

Very truly yours,


Ellen M. Clark, Legal Asst.

/emc
Enclosures

FILED
99 DEC 15 PM 3:17
SEC. OF STATE
TALLAHASSEE, FLORIDA

T. E. Burch DEC 17 1999

ARTICLES OF INCORPORATION
OF
FLC, INC.

ARTICLE I.

NAME

The name of the Corporation is: FLC., INC.

ARTICLE II.

DURATION

This Corporation shall have perpetual existence.

ARTICLE III.

PURPOSE

This Corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE IV.

PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office and mailing address of this Corporation is 1479 N.E. 63rd Court,
Fort Lauderdale, Florida 33334.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE V.

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is 1479 N.E. 63rd Court, Fort Lauderdale, Florida 33334, and the name of the initial registered agent of this Corporation at that address is FRANK LYONS.

ARTICLE VI.

BOARD OF DIRECTORS

This Corporation shall have one (1) director initially.

The number of directors may be increased or decreased from time to time by the By-Laws. The name and address of the initial director is:

Frank Lyons
1479 N.E. 63rd Court
Fort Lauderdale, Florida 33334

ARTICLE VII.

CAPITAL STOCK

This Corporation is authorized to issue One Hundred (100) shares of ONE DOLLAR (\$1.00) par value stock.

A majority of the outstanding shares shall constitute a quorum at shareholders' meetings unless the By-Laws shall make provision for some lesser percentage of shares (but not less than 33-1/3%).

ARTICLE VIII.

INCORPORATOR

The name and address of the person signing these Articles of Incorporation is:

Frank Lyons
1479 N.E. 63rd Court
Fort Lauderdale, Florida 33334

ARTICLE IX.

POWERS

This Corporation shall have all of the corporate powers enumerated in the Florida Business Corporations Act.

ARTICLE X.

MEETINGS BY CONFERENCE TELEPHONE

Members of the Board of Directors may participate in meetings of the Board of Directors by means of a conference telephone as provided by law.

ARTICLE XI.

ACTION BY BOARD OF DIRECTORS WITHOUT A MEETING

The directors of this Corporation may take action by written consent, as provided by law.

ARTICLE XII.

INDEMNIFICATION

The Corporation shall indemnify any officer, director, employee or agent or any former officer, director, employee or agent to the full extent permitted by law.

ARTICLE XIII.

AMENDMENT


This Corporation reserves the right to amend or repeal any provisions contained in these Articles, or any amendments hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 1 day of December, 1999.

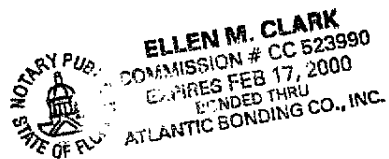

FRANK LYONS

STATE OF FLORIDA
COUNTY OF BROWARD

The foregoing Articles of Incorporation were acknowledged before me this 1st day of December, 1999, by FRANK LYONS. He is personally known to me, or produced Drivers license as identification.


NOTARY PUBLIC, State of Florida

[SEAL]
Ellen M. CLARK
Printed Name of Notary/Serial Number
My Commission Expires:




ACCEPTANCE OF REGISTERED AGENT

The undersigned being named as Registered Agent to accept service of process of FLC, INC., at the place designated in these Articles, hereby agrees to act in that capacity and further agrees to comply with the provisions of all statutes relative to the proper and complete performance of those duties.

Date:

12/1/99


FRANK LYONS