

Document Number Only
L45080

C T CORPORATION SYSTEM

660 East Jefferson Street
 Requestor's Name
 Tallahassee, Florida 32301
 Address
 (850) 222-1092
 City State Zip Phone

300002427033--9
 -02/11/98--01001--004
 *****35.00 *****35.00

CORPORATION(S) NAME

Merger

300002427033--9
 -02/11/98--01001--005
 *****35.00 *****35.00

Hake Group, Inc. (Del. corp.)

merging into:

Hake Group, Inc. (Fl. corp.)

- Profit
- NonProfit
- Limited Liability Company
- Foreign
- Limited Partnership
- Reinstatement
- Limited Liability Partnership
- Certified Copy
- Call When Ready
- Walk In
- Mail Out
- Amendment
- Dissolution/Withdrawal
- Annual Report
- Fict. Filing
- Photo Copies
- Call if Problem
- Will Wait
- Merger
- Mark
- Other
- Change of R.A.
- UCC-1
- UCC-3
- CUS
- After 4:30
- Pick Up

98 FEB 10 PM 12:52
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

FILED

Name Availability	2/11/98
Document Examiner	<i>POW</i>
Updater	<i>POW</i>
Verifier	<i>POW</i>
Acknowledgment	<i>POW</i>
W.P. Verifier	<i>POW</i>

FEB 10 1998

Please Return Extra Copy(s)
 Filed Stamp

Thanks, Melanie

98 FEB 10 AM 11:27
 DEPARTMENT OF CORPORATION
 RECEIVED

ARTICLES OF MERGER
Merger Sheet

MERGING:

HAKE GROUP, INC., a Florida corporation L45080
,

INTO

HAKE GROUP, INC., a Delaware corporation not qualified in Florida.

File date: February 10, 1998

Corporate Specialist: Annette Hogan

**ARTICLES OF MERGER
OF
* HAKE GROUP, INC., A FLORIDA CORPORATION
INTO
HAKE GROUP, INC., A DELAWARE CORPORATION**

FILED
98 FEB 10 PM 12:52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned corporations, pursuant to Section 607.1107 of the Florida Business Corporation Act, hereby execute the following Articles of Merger:

FIRST: The names of the corporations proposing to merge and the names of the states under the laws of which such corporations are organized are as follows:

<u>Name of corporation</u>	<u>State of incorporation</u>
Hake Group, Inc.	Florida
Hake Group, Inc.	Delaware

SECOND: The laws of the state under which such foreign corporation is organized permit such merger and such foreign corporation is complying with those laws in effecting the merger.

THIRD: The foreign corporation complies with Section 607.1105 of the Florida Business Corporation Act and shall be the surviving corporation of the merger. The domestic corporation complies with the applicable provisions of Section 607.1101 - 607.1104 of the Florida Business Corporation Act and shall not survive the merger.

FOURTH: The plan of merger attached hereto as an exhibit (the "Plan of Merger") is that certain Agreement and Plan of Merger made February 5, 1998 by and between Hake Group, Inc., a Delaware corporation ("Surviving Corporation"), the corporation that will survive the merger, and Hake Group, Inc., a Florida corporation ("Nonsurviving Corporation"), the corporation that will not survive the merger. The Plan of Merger sets forth: (1) the terms and conditions of the merger; (2) the mode of carrying the same into effect; (3) the manner of converting the shares of Surviving Corporation and Nonsurviving Corporation into shares of Surviving Corporation; and (4) such other agreements as Surviving Corporation and Nonsurviving Corporation deem desirable.

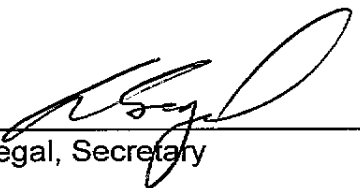
FIFTH: The effective date of the merger shall be the date on which these Articles of Merger shall be filed.

SIXTH: Pursuant to subsection (7) of 607.1103 of the Florida Business Corporation Act, the Plan of Merger does not require action by the shareholders of Surviving Corporation because: (a) the articles of incorporation of Surviving Corporation after the merger will not differ from its articles before the merger; and (b) each shareholder of Surviving Corporation whose shares were outstanding immediately prior to the effective date of the merger will hold the same number of shares, with identical designations, preferences, limitations, and relative rights, immediately after the merger.

SEVENTH: The Plan of Merger has been approved and adopted by the board of directors and shareholders of each of Nonsurviving Corporation and Surviving Corporation as of the date hereof.

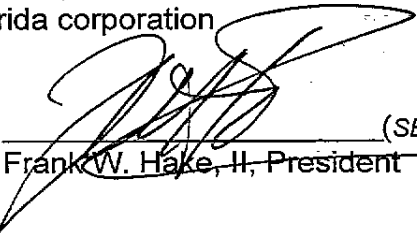
IN WITNESS WHEREOF, each of the undersigned corporations has caused these Articles of Merger to be executed in its name by its President as of this 5th day of February, 1998.

Attest:



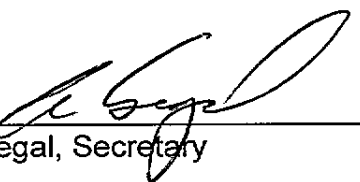
Alan Segal, Secretary

Hake Group, Inc.,
a Florida corporation

BY:  (SEAL)

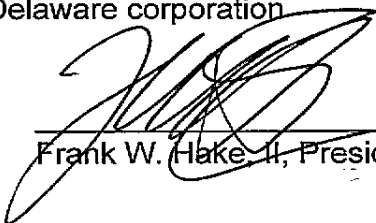
Frank W. Hake, II, President

Attest:



Alan Segal, Secretary

Hake Group, Inc.,
a Delaware corporation

BY:  (SEAL)

Frank W. Hake, II, President

AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER is made as of this 5th day of February, 1998 by and between Hake Group, Inc., a Delaware corporation ("Surviving Corporation") and Hake Group, Inc., a Florida corporation ("Nonsurviving Corporation").

WHEREAS, Surviving Corporation wishes merge with Nonsurviving Corporation and Nonsurviving Corporation wishes to merge with Surviving Corporation, the surviving corporation in the merger, in accordance with the requirements of Section 252 of the General Corporation Law of Delaware, in a transaction qualifying as a reorganization within the meaning of Section 368(a)(1)(F) of the Internal Revenue Code of 1986, as amended (the "Merger"),

NOW THEREFORE, in consideration of the premises and the mutual agreements, covenants and conditions herein contained, Surviving Corporation and Nonsurviving Corporation hereby agree that: (1) the terms and conditions of the Merger; (2) the mode of carrying the same into effect; (3) the manner of converting the shares of Surviving Corporation and Nonsurviving Corporation into shares of Surviving Corporation; and (4) such other agreements as Surviving Corporation and Nonsurviving Corporation deem desirable, shall be as follows:

1. Surviving Corporation hereby merges into itself Nonsurviving Corporation and Nonsurviving Corporation hereby merges into Surviving Corporation, the surviving corporation in the Merger.

2. The terms and conditions of the Merger, the mode of carrying the same into effect and such other agreements as Surviving Corporation and Nonsurviving Corporation deem desirable are as follows:

A. The Merger shall become effective upon the filing with the Secretary of State of the State of Delaware of the Certificate of Merger of Nonsurviving Corporation into Surviving Corporation (a copy of which is attached hereto as an exhibit) (the "Effective Date of the Merger").

B. The Certificate of Incorporation of Surviving Corporation (a copy of which is attached hereto as an exhibit) in effect on the Effective Date of the Merger shall continue in full force and effect as the Certificate of Incorporation of Surviving Corporation.

C. The bylaws of Surviving Corporation in effect immediately prior to the Effective Date of the Merger shall be and remain the bylaws of Surviving Corporation until altered, amended or repealed as therein provided.

D. The directors and the officers of Surviving Corporation in office on the Effective Date of the Merger shall continue in office until the next annual meeting of stockholders or until their successors are duly elected and shall qualify.

E. On the Effective Date of the Merger, the separate existence of Nonsurviving Corporation shall cease and Nonsurviving Corporation shall be merged into Surviving Corporation. Surviving Corporation shall thenceforth possess all rights, privileges, powers and franchises and be subject to all restrictions, disabilities and duties of Nonsurviving Corporation and Surviving Corporation; and all and singular, the rights, privileges, powers and franchises of each of Nonsurviving Corporation and Surviving Corporation, all property, real, personal and mixed, and all debts due to either Nonsurviving Corporation or Surviving Corporation on whatever account shall be vested in Surviving Corporation; and all property, rights, privileges, powers and franchises and all and every other interest shall be thereafter as effectually the property of Surviving Corporation as they were of Nonsurviving Corporation or Surviving Corporation; and title to any real estate, vested by deed or otherwise, shall not revert or be in any way impaired; and all rights of creditors and all liens upon any property of Nonsurviving Corporation or Surviving Corporation shall be preserved unimpaired; and all debt, liabilities and duties of Nonsurviving Corporation or Surviving Corporation shall thenceforth attach to Surviving Corporation and may be enforced against it to the same extent as if said debt, liabilities and duties had been incurred or contracted for by Surviving Corporation.

F. Nonsurviving Corporation hereby agrees from time to time, as and when requested by Surviving Corporation, its successors or assigns, to execute and deliver or cause to be executed and delivered all such certificates, agreements, documents, deeds and instruments and to take or cause to be taken such further or other action as Surviving Corporation may deem necessary or desirable in order to vest in and confirm to Surviving Corporation title to and possession of any property of Nonsurviving Corporation acquired or to be acquired by reason or as a result of the Merger and otherwise to carry out the intent and purposes of the Merger and Nonsurviving Corporation hereby fully authorizes the proper directors and officers of Nonsurviving Corporation and Surviving Corporation in the name of Nonsurviving Corporation or otherwise to take any and all such action.

3. The manner of converting the shares of Surviving Corporation and Nonsurviving Corporation into shares of Surviving Corporation shall be as follows:

A. Prior to the Effective Date of the Merger, Surviving Corporation shall not issue any of its authorized common stock.

B. On and as of the Effective Date of the Merger:

1. Each issued and outstanding share of Preferred Series B stock of Nonsurviving Corporation shall be converted into one fully-paid and non-assessable share of Preferred Series B stock of Surviving Corporation.

2. Each issued and outstanding share of Class A Common stock of Nonsurviving Corporation shall be converted into one fully-paid and non-assessable share of Class A common stock of Surviving Corporation.

3. Each issued and outstanding share of Class B Common stock of Nonsurviving Corporation shall be converted into one fully-paid and non-assessable share of Class B common stock of Surviving Corporation.

C. Any certificates nominally representing shares of Preferred Series B, Class A Common or Class B Common stock of Nonsurviving Corporation shall be deemed to represent the identical number and type and series or class of shares of stock of Surviving Corporation.

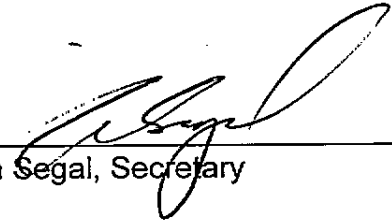
D. No shareholder of either constituent corporation shall at any time be required to surrender any certificates nominally representing shares of a constituent corporation to effect the manner of converting the shares of Surviving Corporation and Nonsurviving Corporation into shares of Surviving Corporation.

4. Notwithstanding any other term or condition of this Agreement and Plan of Merger, the board of directors of either Surviving Corporation or Nonsurviving Corporation may at any time prior to the Effective Date of the Merger abandon or terminate the Merger or amend this Agreement and Plan of Merger, provided that an amendment made subsequent to the adoption of this Agreement and Plan of Merger by the stockholders of either Surviving Corporation or Nonsurviving Corporation shall not alter or change: (1) the amount or kind of shares, securities, cash, property or rights to be received in exchange for or on conversion of all or any of the shares of any type and series or class thereof of either Surviving Corporation or Nonsurviving Corporation, (2) any term of the Certificate of Incorporation of Surviving Corporation, or (3) any of the terms and conditions of this Agreement and Plan of Merger if such alteration or change would adversely affect the holders of any type and series or class of either Surviving Corporation or Nonsurviving Corporation.

5. The Secretary of Surviving Corporation has certified in the Certificate of Secretary attached hereto as an exhibit, made part hereof and incorporated herein by reference that this Agreement and Plan of Merger was duly adopted pursuant to subsection (f) of Section 251 of the General Corporation Law of Delaware.

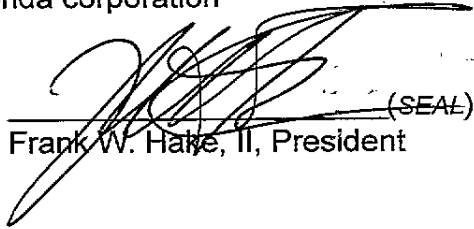
IN WITNESS WHEREOF, each of the undersigned corporations has caused this Agreement and Plan of Merger to be executed in its name by its President as of this 5th day of February, 1998.

Attest:



Alan Segal, Secretary

Hake Group, Inc.,
a Florida corporation

BY:  (SEAL)

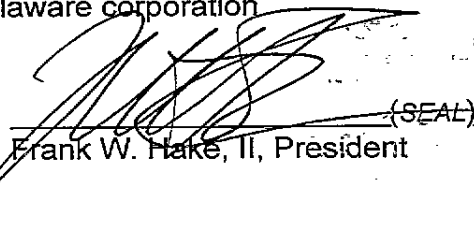
Frank W. Hake, II, President

Attest:



Alan Segal, Secretary

Hake Group, Inc.,
a Delaware corporation

BY:  (SEAL)

Frank W. Hake, II, President

**CERTIFICATE OF MERGER
OF
HAKE GROUP, INC., A FLORIDA CORPORATION
INTO
HAKE GROUP, INC., A DELAWARE CORPORATION**

THE UNDERSIGNED CORPORATIONS

DO HEREBY CERTIFY THAT:

FIRST: The name and state of incorporation of each of the constituent corporations of the merger is as follows:

Hake Group, Inc., a Florida corporation

Hake Group, Inc., a Delaware corporation

SECOND: The Agreement and Plan of Merger (the "Agreement of Merger") has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations in accordance with the requirements of Section 252 of the General Corporation Law of Delaware.

THIRD: The name of the surviving corporation of the merger is:

Hake Group, Inc., a Delaware corporation

FOURTH: The Certificate of Incorporation of Hake Group, Inc., a Delaware corporation, which is the corporation surviving the merger, shall be the Certificate of Incorporation of the surviving corporation.

FIFTH: The executed Agreement of Merger is on file at the principal place of business of the surviving corporation, the address of which is: 1500 Chester Pike, Eddystone, PA 19022-1396.

SIXTH: A copy of the Agreement of Merger will be furnished, on request and without cost, to any stockholder of any constituent corporation.

SEVENTH: The authorized capital stock of Hake Group, Inc., a Florida corporation, the nonsurviving corporation to the merger, is as follows:

The total number of authorized shares of all series and classes of stock is: Sixty Two Thousand (62,000) shares, each of which shall have a par value of One Dollar (\$1.00) and of which: Thirty Thousand (30,000) shares shall be Preferred Series A, Thirty Thousand (30,000) shares shall be Preferred Series B, One Thousand (1,000) shares shall be Class A Common and One Thousand (1,000) shares shall be Class B Common. The designations and the powers, preferences and rights, and the qualifications, limitations or restrictions of each such series and class of stock are set forth on Exhibit "A" attached hereto, made a part hereof and herein incorporated by reference.

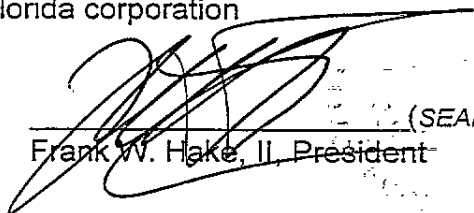
EIGHTH: This Certificate of Merger shall be effective on the date on which this Certificate of Merger is filed with the Secretary of State.

IN WITNESS WHEREOF, each of the undersigned corporations has caused this Certificate of Merger to be executed in its name by its President as of this 5th day of February, 1998.

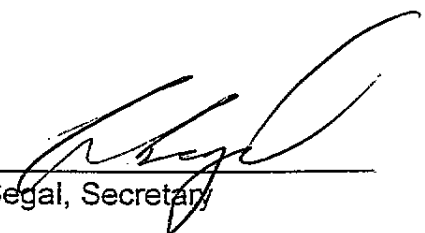
Attest:

Alan Segal, Secretary

Hake Group, Inc.,
a Florida corporation

BY:  (SEAL)
Frank W. Hake, II, President

Attest:



Alan Segal, Secretary

Hake Group, Inc.,
a Delaware corporation

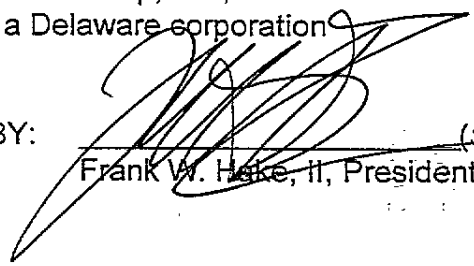
BY:  (SEAL)
Frank W. Hake, II, President

EXHIBIT "A"

1. Designations

(a) A series of Preferred shares of this Corporation is hereby given the designation of "Series A Preferred", said Series to consist of 30,000 shares, each share having a par value of \$1.00, which shall have an original issue price of \$100.00 per share (the "issue price").

(b) A series of Preferred shares of this Corporation is hereby given the designation of "Series B Preferred", said Series to consist of 30,000 shares, each share having a par issue of a \$1.00, which shall have an original issue price of \$100.00 per share (the "issue price").

(c) A class of Common shares of this Corporation is hereby given the designation of "Class A Common," said class to consist of 1,000 shares, each share having a par value of \$1.00.

(d) A class of Common shares of this Corporation is hereby given the designation of "Class B Common," said class to consist of 1,000 shares, each share having a par value of \$1.00.

2. Preferences, Qualifications
Limitations, Restrictions and Rights

(a) Cash Dividends.

(I) The holders of the shares of Series A Preferred stock shall be entitled to receive, when and as declared by the Board of Directors, out of funds of the Corporation legally available therefor, non-cumulative cash dividends at the annual percentage rate per share equal to the average annual percentage yield upon the issue price calculated by Moody's Investors Service and published in the Moody's Industrial Manual for its medium investment quality Preferred Stocks, for the month preceding the record date of each such dividend, and no more. Such dividends shall be payable annually within 120 days after the end of each fiscal year of the Corporation. Such dividend shall be declared, fully paid or set apart for payment before any dividend, other than dividends payable solely in shares of stock of the Corporation, shall be paid upon or set apart for the payment for any other series of preferred or any class of common stock of the Corporation.

(II). The holders of Series B Preferred stock shall be entitled to receive, when and as declared by the Board of Directors, out of the funds of the Corporation legally available therefor, cumulative cash dividends at an annual rate per share of nine percent (9%) of the issue price and no more, payable semi-annually within 120 days after the end of each fiscal year of the Corporation, and each fiscal half year thereof. Such dividends shall be declared, fully paid, or set apart for payment, before any dividend, other than dividends payable to the holders of Series A Preferred stock or payable solely in shares of stock of the Corporation, shall be paid upon or set apart for payment for any other series of preferred stock or class of common stock of the Corporation. Dividends declared upon shares of Series B Preferred shall be subordinate in all respects to dividends declared upon Series A Preferred.

(III) The holders of Class A Common and Class B Common shall be entitled to receive, equally, when and as declared by the Board of Directors out of the funds of the Corporation legally available therefor, such amounts from time to time as the Board of Directors may determine and declare to be distributable to the holders of such shares, provided that no dividends shall be declared unless and until dividends for such fiscal year are: (a) first declared and distributed to the holders of Series A Preferred as hereinbefore set forth; and (b) thereafter declared and distributed to the holders of Series B Preferred as hereinbefore set forth.

(b) Voting Rights and Management.

(I) The sole right to vote and the exclusive control and management of this Corporation shall be vested in the holders of the shares of Series A Preferred as long as any such shares are issued and outstanding. Except as otherwise provided by law, no right to vote and no right to control and manage this Corporation shall be vested in the holders of the shares of any class or series of stock of this Corporation, unless and until no shares of Series A Preferred shall be issued and outstanding, whereupon the right to vote and the control and management of this Corporation shall vest exclusively in the holders of the shares of Class A Common. No right to vote and no right to exercise control and management of this Corporation shall vest at any time in the holders of the shares of Series B Preferred, or Class B

Common, or any combination thereof, except -
(i) as otherwise provided by law, and (ii) as to the Series B Preferred, in the event four (4) successive semi-annual dividends are passed, the holders of shares of Series B Preferred shall be entitled to elect a majority of the members of the Board of Directors to serve until all dividend arrearages are paid in full.

(II) Voting with respect to the election of directors shall be cumulative. In each election of directors every shareholder entitled to vote shall have the right to multiply the number of votes to which he may be entitled by the total number of directors to be elected in the same election by the holders of the class or classes of shares of which his shares are a part and he may cast the whole number of his votes for one candidate or he may distribute them among any two or more candidates.

(c) Corporate Actions. Without the consent or affirmative vote of the holders of at least two-thirds of the issued and outstanding shares of Preferred stock of both Series:

(I) No mortgage or other lien or encumbrance senior to the shares of Preferred stock shall be placed upon the property of the Corporation, whether real or personal, tangible or intangible.

(II) No note, debenture, bond or other obligation with a maturity of more than one year shall be issued by the Corporation.

(III) No substantial part of any plant, property or equipment or the operating assets of same shall be sold or transferred.

(IV) No merger or consolidation of the Corporation with any other corporation shall occur.

(V) No recapitalization, change in the capital structure of the Corporation or amendment of its Articles of Incorporation or By-Laws shall occur.

(d) Liquidation Preferences.

(I) In the event of any liquidation, dissolution or winding up of the affairs of the Corporation, voluntarily or otherwise, after payment or provision for the payment of debts and other liabilities of the Corporation has been made, the holders of the shares of Preferred stock shall be entitled to receive out of the remaining net assets of the Corporation 110% of the issue price of Series A Preferred and, subordinate thereto, 110% of the issue price of Series B Preferred, in cash for each share, plus in each case an amount equal to any dividends, accrued, declared and unpaid up to the time fixed for distribution, before any distribution shall be made to the holders of any other class of shares of the Corporation then issued and outstanding after such amount has been fully paid or set aside as aforesaid, the holders of said Preferred stock shall be entitled to no further participation in the distribution of the assets of the Corporation. If upon such liquidation, dissolution or winding up of the affairs of the Corporation the remaining assets are insufficient to permit the payment of such amount per share to the holders of shares of Preferred Series A or Series B, or both, plus accrued, declared and unpaid dividends, then the remaining assets or proceeds thereof shall be distributed ratably among the holders of the shares of said Preferred stock, in the order and priority described above.

(II) In the event of liquidation, dissolution, or winding up of the affairs of the Corporation, voluntary or otherwise, after payment or provision for the payment of debts and other liabilities of the Corporation, and the payment to holders of the Preferred stock then issued and outstanding as hereinbefore specified, the holders of the shares of Class A and Class B Common shall be entitled to share equally per share, and not by class, in the net balance of assets or the proceeds thereof then remaining.

(e) Redemption of Preferred Stock. The Corporation shall have the option, at any time and from time to time, exercisable by the Board of Directors upon 30 days' advance written notice: (i) of redeeming or retiring any or all of the shares of any or all Series of Preferred stock, at a price of 105% of the issue price in cash and, in addition, a sum equal to the accrued, declared and unpaid dividends, if any, on said shares; or (ii) of exchanging for said shares of Preferred stock, bonds or debentures in an aggregate principal amount equal to the aggregate issue price of such shares and any such declared and unpaid dividends, said bonds or debentures to bear a rate of interest per annum and to mature at the expiration of a term that is acceptable to the holders of a majority of the shares of Preferred stock affected by such proposed exchange. Preferred stock called and redeemed shall not thereafter be reissued, but shall be forthwith cancelled.

(f) Conversion.

(I) At any time prior to July 24, 1997, the holders of all of the issued and outstanding Series A Preferred stock, by unanimous action in writing, a copy of which shall be delivered to, the Secretary of the Corporation, shall have the right, at their option, to cause all, but not less than all, of the outstanding shares of Series A Preferred stock to be converted into an equal number of shares of Series B Preferred stock; and if said conversion has not occurred within said period, each such share shall be so converted without further action by the holders thereof or the Corporation at the expiration of said period.

(II) The holders of shares of Series B Preferred stock may elect at any time to convert said shares into that number of fully paid and non-assessable shares of Class A Common stock of the Corporation, as shall represent the fair market value of the Series B Preferred immediately prior to conversion. For the purposes of this subparagraph (f) fair market value shall be determined by a nationally recognized investment banking or securities appraisal firm selected by the

Corporation's general counsel, and the determinations of and by the appraiser shall be final, binding and non-appealable.

(III) Upon transfer of beneficial or legal ownership, whether voluntarily or otherwise, of any shares of Series A Preferred stock, each such share shall be converted into one share of Series B Preferred stock, at the election of the Transferror, for each share of Series A Preferred Stock so transferred, without any further action by the Corporation. The Corporation shall not be required to, but may if it chooses to do so, issue replacement stock certificates for the shares so transferred. The election by the Transferror shall be effective only if made in writing, signed by the Transferror in form and substance satisfactory to and delivered to the office of the Secretary of the Corporation within 90 days after the event of transfer.

**CERTIFICATE OF INCORPORATION
OF
HAKE GROUP, INC.**

1. The name of the corporation is: Hake Group, Inc.
2. The address of the corporation's registered office in the State of Delaware is: 300 Delaware Avenue, Suite 1704, Wilmington, DE, 19801. The name of its registered agent at such address is: Hake Group, Inc.
3. The nature of the business or purposes to be conducted or promoted is: To engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware, except that within the State of Delaware its activities shall be confined to the maintenance and management of its intangible investments (as such term is defined in Section 1902(b)(8) of Title 30 of the Delaware Code).
4. The total number of shares of all series and classes of stock that the corporation shall have authority to issue is: Sixty Two Thousand (62,000) shares, each of which shall have a par value of One Dollar (\$1.00) and of which: Thirty Thousand (30,000) shares shall be Preferred Series A, Thirty Thousand (30,000) shares shall be Preferred Series B, One Thousand (1,000) shares shall be Class A Common and One Thousand (1,000) shares shall be Class B Common. The designations and the powers, preferences and rights, and the qualifications, limitations or restrictions of each such series and class of stock are set forth on Exhibit "A" attached hereto, made a part hereof and herein incorporated by reference.
5. The name and address of the sole incorporator is as follows:

NAME	MAILING ADDRESS
Bernard Eizen	c/o Eizen Fineburg & McCarthy, P.C. Two Commerce Square 2001 Market Street, Suite 3410 Philadelphia, PA 19003

6. The powers of the sole incorporator shall terminate upon the filing of this certificate of incorporation. The names and mailing addresses of the persons who are to serve as directors until the first annual meeting of stockholders or until their successors are duly elected and shall qualify are as follows:

NAME	MAILING ADDRESS
James D. Hake	715 Teal Court, Naples, FL 33940
Frank W. Hake, II	1500 Chester Pike, Eddystone, PA 19022-1396
Jack Harper	1500 Chester Pike, Eddystone, PA 19022-1396
Pamela H. Hicks	1500 Chester Pike, Eddystone, PA 19022-1396
Richard Schwertner	1500 Chester Pike, Eddystone, PA 19022-1396
Leon Winitsky	1500 Chester Pike, Eddystone, PA 19022-1396
Thomas P. Gotzis	1500 Chester Pike, Eddystone, PA 19022-1396
Alan Segal	1500 Chester Pike, Eddystone, PA 19022-1396

7. The board of directors of the corporation is hereby authorized to designate the series or class of stock that the corporation shall issue to any shareholder or prospective shareholder.

8. In furtherance and not in limitation of the powers conferred by statute, the board of directors is expressly authorized to make, alter or repeal the by-laws of the corporation.

9. Elections of directors need not be by written ballot unless the by-laws of the corporation shall so provide.

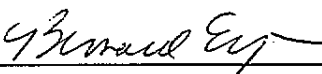
10. Whenever a compromise or arrangement is proposed between this corporation and its creditors or any class of them and/or between this corporation and its stockholders or any class of them, any court of equitable jurisdiction within the State of Delaware may, on the application in a summary way of this corporation or of any creditor or stockholder thereof or on the application of any receiver or receivers appointed for this corporation under the provisions of Section 291 of Title 8 of the Delaware Code or on the application of trustees in dissolution or of any receiver or receivers appointed for this corporation under the provisions of Section 279 of Title 8 of the Delaware Code order a meeting of the creditors or class of creditors, and/or of the stockholders or class of stockholders of this corporation, as the case may be, to be summoned in such manner as the said court directs. If a majority in number representing three-fourths in value of the creditors or class of creditors, and/or of the stockholders or class of stockholders of this corporation, as the case may be, agree to any compromise or arrangement and to any reorganization of this corporation as a consequence of such compromise or arrangement, the said compromise or arrangement and said reorganization shall, if sanctioned by the court to which the said application has been made, be binding on all the creditors or class of creditors, and/or on all the stockholders or class of stockholders, of this corporation, as the case may be, and also on this corporation.

11. The corporation reserves the right to amend, alter, change or repeal any provision contained in this Certificate of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon stockholders herein are granted subject to the reservation.

12. The corporation shall have perpetual existence.

13. A director of the corporation shall not be personally liable to the corporation or its stockholders for monetary damages for breach of fiduciary duty as a director except for liability: (i) for any breach of the director's duty of loyalty to the corporation or its stockholders; (ii) for acts or omission not in good faith or which involve intentional misconduct or a knowing violation of law; (iii) under Section 174 of the Delaware General Corporation Law; or (iv) for any transaction from which the director derived any improper personal benefit.

THE UNDERSIGNED, being the sole incorporator hereinbefore named, for the purpose of forming a corporation pursuant to the General Corporation law of the state of Delaware, does make this Certificate, hereby declaring and certifying that this is his act and deed and the facts herein stated are true, and, accordingly, has hereunto set his hand this 5th day of February, 1998.



Bernard Eizen

EXHIBIT "A"

1. Designations

(a) A series of Preferred shares of this Corporation is hereby given the designation of "Series A Preferred", said Series to consist of 30,000 shares, each share having a par value of \$1.00, which shall have an original issue price of \$100.00 per share (the "issue price").

(b) A series of Preferred shares of this Corporation is hereby given the designation of "Series B Preferred", said Series to consist of 30,000 shares, each share having a par issue of a \$1.00, which shall have an original issue price of \$100.00 per share (the "issue price").

(c) A class of Common shares of this Corporation is hereby given the designation of "Class A Common," said class to consist of 1,000 shares, each share having a par value of \$1.00.

(d) A class of Common shares of this Corporation is hereby given the designation of "Class B Common," said class to consist of 1,000 shares, each share having a par value of \$1.00.

2. Preferences, Qualifications
Limitations, Restrictions and Rights

(a) Cash Dividends.

(1) The holders of the shares of Series A Preferred stock shall be entitled to receive, when and as declared by the Board of Directors, out of funds of the Corporation legally available therefor, non-cumulative cash dividends at the annual percentage rate per share equal to the average annual percentage yield upon the issue price calculated by Moody's Investors Service and published in the Moody's Industrial Manual for its medium investment quality Preferred Stocks, for the month preceding the record date of each such dividend, and no more. Such dividends shall be payable annually within 120 days after the end of each fiscal year of the Corporation. Such dividend shall be declared, fully paid or set apart for payment before any dividend, other than dividends payable solely in shares of stock of the Corporation, shall be paid upon or set apart for the payment for any other series of preferred or any class of common stock of the Corporation.

(II). The holders of Series B Preferred stock shall be entitled to receive, when and as declared by the Board of Directors, out of the funds of the Corporation legally available therefor, cumulative cash dividends at an annual rate per share of nine percent (9%) of the issue price and no more, payable semi-annually within 120 days after the end of each fiscal year of the Corporation, and each fiscal half year thereof. Such dividends shall be declared, fully paid, or set apart for payment, before any dividend, other than dividends payable to the holders of Series A Preferred stock or payable solely in shares of stock of the Corporation, shall be paid upon or set apart for payment for any other series of preferred stock or class of common stock of the Corporation. Dividends declared upon shares of Series B Preferred shall be subordinate in all respects to dividends declared upon Series A Preferred.

(III) The holders of Class A Common and Class B Common shall be entitled to receive, equally, when and as declared by the Board of Directors out of the funds of the Corporation legally available therefor, such amounts from time to time as the Board of Directors may determine and declare to be distributable to the holders of such shares, provided that no dividends shall be declared unless and until dividends for such fiscal year are: (a) first declared and distributed to the holders of Series A Preferred as hereinbefore set forth; and (b) thereafter declared and distributed to the holders of Series B Preferred as hereinbefore set forth.

(b) Voting Rights and Management.

(I) The sole right to vote and the exclusive control and management of this Corporation shall be vested in the holders of the shares of Series A Preferred as long as any such shares are issued and outstanding. Except as otherwise provided by law, no right to vote and no right to control and manage this Corporation shall be vested in the holders of the shares of any class or series of stock of this Corporation, unless and until no shares of Series A Preferred shall be issued and outstanding, whereupon the right to vote and the control and management of this Corporation shall vest exclusively in the holders of the shares of Class A Common. No right to vote and no right to exercise control and management of this Corporation shall vest at any time in the holders of the shares of Series B Preferred, or Class B

Common, or any combination thereof, except -
(i) as otherwise provided by law, and (ii) as
to the Series B Preferred, in the event four
(4) successive semi-annual dividends are
passed, the holders of shares of Series B
Preferred shall be entitled to elect a
majority of the members of the Board of
Directors to serve until all dividend
arrearages are paid in full.

(II) Voting with respect to the
election of directors shall be cumulative.
In each election of directors every
shareholder entitled to vote shall have the
right to multiply the number of votes to
which he may be entitled by the total number
of directors to be elected in the same
election by the holders of the class or
classes of shares of which his shares are a
part and he may cast the whole number of his
votes for one candidate or he may distribute
them among any two or more candidates.

(c) Corporate Actions. Without the con-
sent or affirmative vote of the holders of at
least two-thirds of the issued and
outstanding shares of Preferred stock of both
Series:

(I) No mortgage or other lien or
encumbrance senior to the shares of Preferred
stock shall be placed upon the property of the
Corporation, whether real or personal, tangible or
intangible.

(II) No note, debenture, bond or
other obligation with a maturity of more than
one year shall be issued by the Corporation.

(III) No substantial part of any
plant, property or equipment or the operating
assets of same shall be sold or transferred.

(IV) No merger or consolidation of
the Corporation with any other corporation shall
occur.

(V) No recapitalization, change in
the capital structure of the Corporation or amend-
ment of its Articles of Incorporation or By-Laws
shall occur.

(d) Liquidation Preferences.

(I) In the event of any liquidation, dissolution or winding up of the affairs of the Corporation, voluntarily or otherwise, after payment or provision for the payment of debts and other liabilities of the Corporation has been made, the holders of the shares of Preferred stock shall be entitled to receive out of the remaining net assets of the Corporation 110% of the issue price of Series A Preferred and, subordinate thereto, 110% of the issue price of Series B Preferred, in cash for each share, plus in each case an amount equal to any dividends, accrued, declared and unpaid up to the time fixed for distribution, before any distribution shall be made to the holders of any other class of shares of the Corporation then issued and outstanding after such amount has been fully paid or set aside as aforesaid, the holders of said Preferred stock shall be entitled to no further participation in the distribution of the assets of the Corporation. If upon such liquidation, dissolution or winding up of the affairs of the Corporation the remaining assets are insufficient to permit the payment of such amount per share to the holders of shares of Preferred Series A or Series B, or both, plus accrued, declared and unpaid dividends, then the remaining assets or proceeds thereof shall be distributed ratably among the holders of the shares of said Preferred stock, in the order and priority described above.

(II) In the event of liquidation, dissolution, or winding up of the affairs of the Corporation, voluntary or otherwise, after payment or provision for the payment of debts and other liabilities of the Corporation, and the payment to holders of the Preferred stock then issued and outstanding as hereinbefore specified, the holders of the shares of Class A and Class B Common shall be entitled to share equally per share, and not by class, in the net balance of assets or the proceeds thereof then remaining.

(e) Redemption of Preferred Stock. The Corporation shall have the option, at any time and from time to time, exercisable by the Board of Directors upon 30 days' advance written notice: (i) of redeeming or retiring any or all of the shares of any or all Series of Preferred stock, at a price of 105% of the issue price in cash and, in addition, a sum equal to the accrued, declared and unpaid dividends, if any, on said shares; or (ii) of exchanging for said shares of Preferred stock, bonds or debentures in an aggregate principal amount equal to the aggregate issue price of such shares and any such declared and unpaid dividends, said bonds or debentures to bear a rate of interest per annum and to mature at the expiration of a term that is acceptable to the holders of a majority of the shares of Preferred stock affected by such proposed exchange. Preferred stock called and redeemed shall not thereafter be reissued, but shall be forthwith cancelled.

(f) Conversion.

(I) At any time prior to July 24, 1997, the holders of all of the issued and outstanding Series A Preferred stock, by unanimous action in writing, a copy of which shall be delivered to, the Secretary of the Corporation, shall have the right, at their option, to cause all, but not less than all, of the outstanding shares of Series A Preferred stock to be converted into an equal number of shares of Series B Preferred stock; and if said conversion has not occurred within said period, each such share shall be so converted without further action by the holders thereof or the Corporation at the expiration of said period.

(II) The holders of shares of Series B Preferred stock may elect at any time to convert said shares into that number of fully paid and non-assessable shares of Class A Common stock of the Corporation, as shall represent the fair market value of the Series B Preferred immediately prior to conversion. For the purposes of this subparagraph (i) fair market value shall be determined by a nationally recognized investment banking or securities appraisal firm selected by the

Corporation's general counsel, and the determinations of and by the appraiser shall be final, binding and non-appealable.

(III) Upon transfer of beneficial or legal ownership, whether voluntarily or otherwise, of any shares of Series A Preferred stock, each such share shall be converted into one share of Series B Preferred stock, at the election of the Transferor, for each share of Series A Preferred Stock so transferred, without any further action by the Corporation. The Corporation shall not be required to, but may if it chooses to do so, issue replacement stock certificates for the shares so transferred. The election by the Transferor shall be effective only if made in writing, signed by the Transferor in form and substance satisfactory to and delivered to the office of the Secretary of the Corporation within 90 days after the event of transfer.

**CERTIFICATE OF SECRETARY
OF
HAKE GROUP, INC., A DELAWARE CORPORATION**

I, Alan Segal, Secretary of Hake Group, Inc., a Delaware corporation ("Surviving Corporation"), hereby certify, as such Secretary, that:

1. The Agreement and Plan of Merger to which this Certificate is attached, after having been first duly signed on behalf of both Surviving Corporation and Hake Group, Inc., a Florida corporation ("Non Surviving Corporation"), was duly adopted pursuant to subsection (f) of Section 251 of the General Corporation Law of Delaware, without any vote of the stockholders of Surviving Corporation;
2. The Agreement and Plan of Merger does not amend in any respect the Certificate of Incorporation of Surviving Corporation, the surviving corporation in the merger;
3. Each share of stock of Surviving Corporation outstanding immediately prior to the effective date of the merger is to be an identical outstanding share of Surviving Corporation, the surviving corporation in the merger, after the effective date of the merger; and
4. No shares of common stock of Surviving Corporation, the surviving corporation in the merger, and no shares, securities or obligations convertible into such stock are to be issued or delivered under the Agreement and Plan of Merger;
5. The outstanding shares of Surviving Corporation, the surviving corporation in the merger, were such as to render applicable subsection (f) of Section 251 of the General Corporation Law of Delaware; and
6. The Agreement and Plan of Merger was thereby adopted by action of the board of directors of Surviving Corporation, the surviving corporation in the merger, and is the duly adopted agreement and act of Surviving Corporation.

WITNESS my hand on this 5th day of February, 1998.



Alan Segal, Secretary
Hake Group, Inc., a Delaware corporation