

P97000009159

Barry E. Hughes
ATTORNEY-AT-LAW

FILED

TELEPHONE
(904) 788-9667

2001 SOUTH RIDGEWOOD AVENUE
SOUTH DAYTONA, FLORIDA 32119
FASCIMILE
(904) 322-2564

January 17, 1997
TALLAHASSEE, FLORIDA

Corporate Records Bureau
Division of Corporation
Department of State
Post Office Box 5327
Tallahassee, Florida 32301

Re: PAUL J. FISCHER, INC.

500002071405--6
-01/28/97--01172--009
****122.50 ****122.50

Dear Sir or Madame:

Enclosed herewith please find an original and one copy of the Article of Incorporation of PAUL J. FISCHER, INC. to be registered as a Florida Corporation. Please issue the Certificate of Incorporation and return the same to my office together with a certified copy of the Articles.

Also, enclosed is a check in the amount of \$122.50 to cover the following fees:

Filing Fee:	\$35.00
Certified Fee:	52.50
Registered Agent Fee	35.00

TOTAL	<u>\$122.50</u>
-------	-----------------

Thank you for your cooperation and prompt attention to this matter. Should you have any further questions, then please do not hesitate to contact this office.

Very truly yours,

Barry E. Hughes

BEH/dlc

Encls.

PA 1/30/97

ARTICLES OF INCORPORATION

OF

PAUL J. FISCHER, INC.

FILED

97 JAN 27 AM 11:11

STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation under the laws of the State of Florida, hereby adopts the following Articles of Incorporation.

ARTICLE I

The name of this corporation is PAUL J. FISCHER, INC., with its principal office located at 2470 Island Drive, Longwood, Florida, 32779.

ARTICLE II

This corporation shall have perpetual existence.

ARTICLE III

The general nature of the business to be transacted by this corporation is as follows:

(a). To transact any and all lawful business for which corporations may be incorporated under the laws of the State of Florida.

(b). To carry on, in its own behalf and in behalf of others, whether as agents, consultants, advisers, independent contractors, or otherwise, a general investment and management advisory business relating to investments and the operation of plants, properties, real and personal property of every kind, in the United States and foreign countries, subject to the applicable laws thereof, and without limiting the generality of the foregoing, to act as an investment advisor and management service corporation to any corporation organized or serving as an investment company within the meaning of the Investment Company Act of 1940, as amended, and as in effect from time to time, or any other federal securities laws, to the fullest extent permitted by applicable state and federal laws; and also to conduct any other business not prohibited by law. To maintain executive and operating personnel for the purpose of advising and assisting others in all matters relating to investments,

insurance and management plans and programs, to formulate policies and generally to advise and assist others, under contract or otherwise, in the management of their businesses, plants, properties and investments. To buy and sell on its own behalf and on behalf of others in connection with the operation, management and development of individual and corporate businesses, projects and developments. To conduct research and to investigate businesses, insurance and enterprises of every kind and description throughout the world in order to secure information and data for capital investments, both for its own account and as agent for others.

To engage in consultant and advisory work in connection with the organization, financing, management, operation and reorganization of industrial and commercial enterprises. To manage and to provide management for and supervise all or part of any and every kind of investment, insurance or business enterprise, and to contract or arrange with any corporation, association, partnership, or individual for the management, conduct, operation, and supervision of all kinds of investments and businesses. To advertise, promote merchandise, and otherwise purvey the services authorized herein; to negotiate and contract with respect to furnishing of the same for or on behalf of any person, firm, or corporation, domestic or foreign; to enter into and carry out agency or joint arrangements with other persons, firms or corporations engaged in like or similar activities; and generally to exploit the services and objects of the Corporation by all lawful means.

(c). To have a corporate seal, which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed, affixed, or in any manner reproduced.

(d). To purchase, take, receive, lease, sub-lease or otherwise acquire, own, hold, improve, use, and otherwise deal in and with the real and personal property or any interest therein, wherever situated.

dispose of all or part of its property and assets.

(f). To lend money to, and use its credit to assist its officers and employees in accordance with Florida Statute 607.141 as amended.

(g). To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises and income.

(h). To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested.

(i). To conduct its business, carry on its operations, and have offices and exercise the powers granted by this act within or without this state.

(j). To make distribution for the public welfare or for other charitable, scientific or educational purposes.

(k). To pay pensions and establish pension plans, profit sharing plans, stock bonus plans, stock option plans and other incentive plans for any and all of its directors and officers.

(l). To be a promoter, incorporator, partner, member, associate or manager of any corporation, partnership, joint venture, trust or other enterprise.

(m). To have, exercise and enjoy all of the rights and privileges of corporations for profit as conferred by the laws of the State of Florida, it being expressly provided that the enumeration of the specific powers and purposes shall not be held to limit or restrict in any manner the general powers of the corporation.

ARTICLE IV

This corporation is authorized to issue 100 shares of \$1.00 par value common stock which shall be the aggregate number of shares this corporation has authority to issue.

ARTICLE V

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the prices at which it is offered to others.

ARTICLE VI

The mailing address of the principal office of this corporation is 2470 Island Drive, Longwood, Florida, 32779 and the name of the registered agent of this of this corporation is Paul J. Fischer, whose address is 2470 Island Drive, Longwood, Florida, 32779.

ARTICLE VII

This corporation shall have one (1) directors initially. The number of directors may be either increased or diminished from time to time by bylaws adopted by the shareholders but shall never be less than one (1). The name and address of the initial directors of this corporation is:

NAME

ADDRESS

Paul J. Fischer

2470 Island Drive
Longwood, FL 32779

ARTICLE VIII

The name and address of the incorporator is:

Paul J. Fischer

2470 Island Drive
Longwood, FL 32779

ARTICLE IX

The corporation shall indemnify any officer or director or any former officer or director, to the fullest extent permitted by law.

ARTICLE X

A majority of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of shareholders.

If a quorum is present, the affirmative vote of a majority represented at the meeting and entitled to vote on

ARTICLE XI

A majority of the directors shall constitute a quorum for a meeting of directors.

If a quorum is present, the affirmative vote of a majority of the directors present, or, if a director or directors have abstained from voting because of an interest in the matter to be voted upon, the affirmative vote of a majority of the directors present and voting, shall be the act of the Board of Directors.

ARTICLE XII

Members of the Board of Directors may participate in special meetings of the Board of Directors by means of conference telephone as provided by law, but regular meetings of the Board of Directors must be attended in fact in person by each director.

ARTICLE XIII

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment hereto in the manner provided by law and any right conferred upon the shareholders is subject to this reservation. Every amendment shall be approved by the holder or holders of a majority of the stock entitled to vote thereon.

IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation this 1 day of January, 1997.


PAUL J. FISCHER



JAMES R. FISCHER
Commission #CC 377379
Expires JUNE 1, 1998

STATE OF FLORIDA
COUNTY OF *Seminole*

BEFORE ME, a notary public authorized to take acknowledgments in the state and county set forth above, personally appeared PAUL J. FISCHER known to me to be the persons who executed the foregoing Articles of Incorporation, and

IN WITNESS WHEREOF, I have hereunto set my hand and
affixed my official seal, in the state and county last
aforesaid this 1 day of January, 1997.



JAMES R. FISCHER
Commission #CC 377379
Expires JUNE 1, 1998

James R. Fischer
Notary Public,
My Commission Expires: *June 1 1998*

Pursuant to Chapter 607.164 as amended, of the Florida
Statutes, the undersigned individual designated as Registered
Agent in the Articles of Incorporation for PAUL J. FISCHER, INC.,
with an office at 2470 Island Drive, Longwood, Florida, 32779,
therefore to act as Registered Agent in accordance with the
provisions of the said Statute. I hereby am familiar with and
accept the duties and responsibilities as registered agent for
said corporation.

PJF

PAUL J. FISCHER

TALLAHASSEE, FLORIDA

57 JAN 27 AM 11:11