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Document Number Only

CT CORPORATION SYSTEM

660 EAST JEFFERSON STREET

Requestor's Name
TALLAHASSEE, FL 32301

Address
222-1092

City State Zip Phone

CORPORATION(S) NAME

300002360753--1
-12/02/97--01053--019
*****70.00 *****70.00

Wise, Inc.

1/6/97 Wise, Inc. of Indiana

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| <input checked="" type="checkbox"/> Profit | <input type="checkbox"/> Amendment | <input type="checkbox"/> Merger |
| <input type="checkbox"/> NonProfit | <input type="checkbox"/> Dissolution/Withdrawal | <input type="checkbox"/> Mark |
| <input type="checkbox"/> Limited Liability Co. | <input type="checkbox"/> Annual Report | <input type="checkbox"/> Other |
| <input checked="" type="checkbox"/> Foreign | <input type="checkbox"/> Reservation | <input type="checkbox"/> Change of R.A. |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Photo Copies | <input type="checkbox"/> Fictitious Name Filing |
| <input type="checkbox"/> Reinstatement | <input type="checkbox"/> CUS | |
| <input type="checkbox"/> Certified Copy | <input type="checkbox"/> Call When Ready | <input type="checkbox"/> After 4:30 |
| <input type="checkbox"/> Call When Ready | <input type="checkbox"/> Call if Problem | <input checked="" type="checkbox"/> Pick Up |
| <input checked="" type="checkbox"/> Walk In | <input type="checkbox"/> Will Wait | |
| <input type="checkbox"/> Mail Out | | |

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Thanks,
Jeff

RESOLUTION OF BOARD OF DIRECTORS

(Please print or type)

I, the undersigned Jerry G Wise, do hereby certify
(Name)

that this Resolution of the Board of Directors of Wise, Inc.

(Corporate Name)

a corporation duly organized and existing under the laws of the State of Indiana

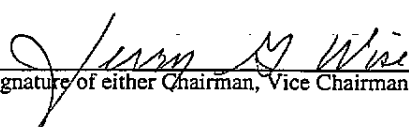
was duly adopted on January 6, 19 78

Be it resolved, that Wise, Inc.
(Corporate Name)

organized and existing in the State of Indiana, hereby adopts the name

Wise, Inc. of Indiana for use in Florida.

Dated: 11-18-97


Signature of either Chairman, Vice Chairman or any officer

Jerry G Wise

Type or print name

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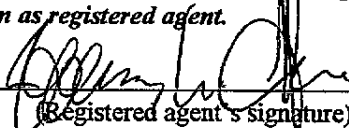
**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT
BUSINESS IN FLORIDA**

*IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO
REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.*

1. Wise, Inc.
(Name of corporation; must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)
2. Indiana 3. 35-1418332
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. January 6, 1978 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. Upon qualification
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)
7. 4021 Kilgore Ave
Muncie IN 47304
(Current mailing address)
8. General Commercial Contractor
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)
9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box **NOT** acceptable)
- Name: CT Corporation System
- Office Address: 1200 S Pine Island Rd
Plantation, Florida, 33324
(Zip code)

10. Registered agent's acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


(Registered agent's signature)

Jeffrey R. Graves; Assistant Secretary

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

12. Names and addresses of officers and/or directors: (Street address **ONLY** - P.O. Box **NOT** acceptable)

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A. DIRECTORS (Street address only - P.O. Box NOT acceptable)

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS (Street address only - P.O. Box NOT acceptable)

President: _____ Jerry G Wise

Address: _____ 601 Mesa Muncie IN 47304

Vice President: _____

Address: _____

Secretary: _____ Debra L Wise

Address: _____ 601 Mesa Muncie IN 47304

Treasurer: _____ Jerry G Wise

Address: _____ 601 Mesa Muncie IN 47304

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NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. _____ 

(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. _____ Jerry G Wise President

(Typed or printed name and capacity of person signing application)

STATE OF INDIANA
OFFICE OF THE SECRETARY OF STATE

CERTIFICATE OF EXISTENCE

To Whom These Presents Come, Greeting:

I, SUE ANNE GILROY, Secretary of State of Indiana, do hereby certify that I am, by virtue of the laws of the State of Indiana, the custodian of the corporate records and the proper official to execute this certificate.

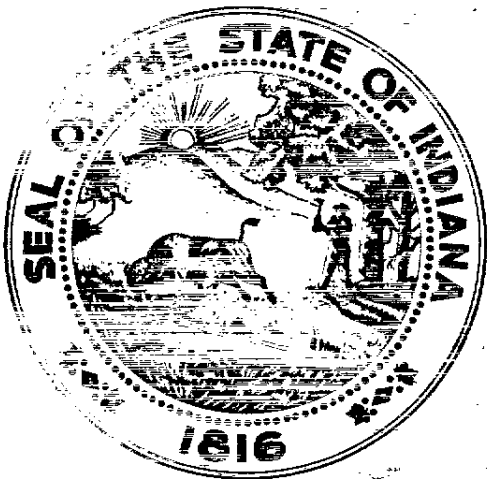
I further certify that records of this office disclose that

WISE, INC.

filed Articles of Incorporation on January 06, 1978, and is a corporation duly organized and existing under and by virtue of the laws of the State of Indiana.

I further certify this corporation has filed its most recent annual report required by Indiana law with the Secretary of State, or is not yet required to file such annual reports, and that Articles of Dissolution have not been filed.

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In Witness Whereof, I have hereunto set my hand and affixed the seal of the State of Indiana, at the City of Indianapolis, this Eighteenth day of November, 1997.

Sue Anne Gilroy
SUE ANNE GILROY, Secretary of State

[Signature]
Deputy