

P0000008/454

Frater Enterprises, Inc.
8642 Valley Ridge Court
Orlando, FL 32818
(407) 445-3635

August 10, 2000

Secretary of State
Bureau of Corporate Records
Post Office Box 6327
Tallahassee, Florida 32314

RE: Articles of Incorporation for
Frater Enterprises, Inc.

300003355773--4
-08/14/00--01113--011
*****70.00 *****70.00

Dear Sir or Madam:

I have enclosed the Articles of Incorporation for **Frater Enterprises, Inc.** together with our firm's Money Order in the amount of \$35.00 to cover the filing fees for the corporation and \$35.00 to cover the Registered Agent Designation for the corporation for a total of \$70.00.

Thank you in advance for your immediate attention to this matter. If you should have any questions or need any additional information, please do not hesitate to contact me at (407) 445-3635.

Very Truly Yours,

Wayne Frater

Wayne Frater

FILED
00 AUG 28 AM 8:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

WF/gh

Enclosures: Original Articles of Incorporation for **Frater Enterprises, Inc.**
Frater Enterprises, Inc.-Money Order # _____ in the amount of \$70.00

W-20451
JG/21



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

August 21, 2000

WAYNE FRATER
8642 VALLEY RIDGE CT.
ORLANDO, FL 32818

SUBJECT: FRATER ENTERPRISES, INC.
Ref. Number: W00000020451

We have received your document for FRATER ENTERPRISES, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as Registered Agent.")

The registered agent must sign accepting the designation.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6878.

Alan Crum
Document Specialist

Letter Number: 300A00044641

ARTICLES OF INCORPORATION
of
FRATER ENTERPRISES, INC.

The undersigned person(s), acting as incorporator(s) of a corporation organized under the laws of Florida, hereby adopt(s) the following Articles of Incorporation:

ARTICLE I
CORPORATE NAME

The name of this corporation is Frater Enterprises, Inc..

ARTICLE II
INITIAL PRINCIPAL OFFICE

The mailing address of the corporation's initial principal office is:

8642 Valley Ridge Court
Orlando, FL 32818

ARTICLE III
SHARES

The total number of shares which the corporation shall have authority to issue is 1,000 shares with a par value of \$10.00 per share.

ARTICLE IV
REGISTERED OFFICE AND AGENT

The street address of the corporation's initial registered office and the name of its initial registered agent at such address is:

Wayne A. Frater
Frater Enterprises, Inc.
8642 Valley Ridge Court
Orange County
Orlando, FL 32818

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TALLAHASSEE, FLORIDA

ARTICLE V PURPOSE

The purpose of the corporation is to engage in any lawful activity permitted by the laws of this state.

ARTICLE VI DIRECTORS

The names and residence addresses of the persons constituting the initial board of directors are:

Wayne A. Frater
8642 Valley Ridge Court
Orlando, FL 32818

After the initial board of directors, the board shall consist of such number of directors as shall be determined by the shareholders from time to time at each annual meeting at which directors are to be elected.

ARTICLE VII LIABILITY OF DIRECTORS

To the fullest extent permitted by law, no director of this corporation shall be personally liable to the corporation or its shareholders for monetary damages for breach of any duty owed to the corporation or its shareholders, except that a director may be held personally liable for (i) breaches of the duty of loyalty, (ii) acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) declaration of unlawful dividends or unlawful stock repurchases or redemptions, or (iv) a transaction from which the director derives an improper personal benefit.

Any director or officer who is involved in litigation or other proceeding by reason of his or her position as a director or officer of this corporation shall be indemnified and held harmless by the corporation to the fullest extent permitted by law.

ARTICLE VIII OTHER PROVISIONS

Preemptive Rights. The corporation elects to have preemptive rights so that each shareholder has the right to acquire a proportional amount of any shares that are issued.

Director or Officer Interest. In the absence of fraud, no transaction between (a) this corporation and (b) any other association, corporation or any director or officer of this

corporation individually, shall be affected by the fact that any director or officer of this corporation is individually a party to the transaction or is interested in or is a director or officer of such other association or corporation.

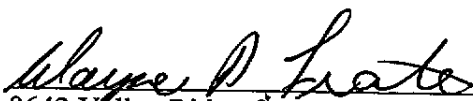
Stock Transfer Restriction. No shareholder of this corporation shall sell any shares of stock held by him or her in this corporation without first offering to sell such stock to the corporation on the same terms and conditions and at the price offered in good faith and in writing, by any proposed purchaser. The written offer by such proposed purchaser shall be delivered to the corporation at the time the stock is offered to the corporation for sale. The corporation shall have the right to accept the offer any time within thirty (30) days from and after the date on which the offer is made to the shareholder and shall exercise the option to purchase by notifying the shareholder in writing. If the corporation shall not exercise its option to purchase the shares of stock, it shall notify the shareholder in writing within the thirty (30) day period and the shares may then be sold by the shareholder, but only to the proposed purchaser on the same terms and conditions as offered to the corporation, and only within thirty (30) days from and after the date on which the corporation declines to exercise its option.

Corporate Seal. The corporation shall have no corporate seal.

Execution of Written Instruments. All instruments that are executed on behalf of the corporation which are acknowledged and which affect an interest in real estate shall be executed by the President or any Vice-President and the Secretary or Treasurer. All other instruments executed by the corporation, including a release of mortgage or lien, may be executed by the President or Vice-President. Notwithstanding the preceding provisions of this section, any written instrument may be executed by any officer(s) or agent(s) that are specifically designated by resolution of the board of directors.

Certification

I certify that I have read the above Articles of Incorporation and that they are true and correct to the best of my knowledge.



8642 Valley Ridge Court
Wayne A. Frater, Incorporator
Orlando, FL 32818

State of Florida, County of Orange, ss:

Subscribed and sworn to (or affirmed) before me this 11th day of
AUGUST, 2000.

Lorenzo Hill
Notary Public



Lorenzo Hill
My Commission CC598487
Expires December 28 2000

ID: FL - D. L.

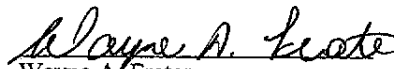
**CERTIFICATE DESIGNATING PLACE OF BUSINESS FOR THE
SERVICE OF PROCESS WITHIN FLORIDA AND REGISTERED
AGENT UPON WHOM PROCESS MAY BE SERVED**

Frater Enterprises, Inc., (the "Corporation") desiring to organize as a domestic Corporation or qualify under the laws of the State of Florida has named and Wayne A. Frater as its registered agent to accept service of process within the State of Florida with its registered office at 8642 Valley Ridge Court ~ Orlando, Florida 32818.

ACKNOWLEDGMENT

Having been named Registered Agent for the Corporation at the place designed in this Certificate, I agree to act in this capacity; and I am familiar with and accept the obligations of Section 607.0505, Florida Statutes, as the same may apply to the Corporation; and I further agree to comply with the statutes, all as the same may apply to the Corporation relating to the proper and complete performance of my duties as Registered Agent.

Dated this 11th day of August 2000.


Wayne A. Frater
Registered Agent

FILED
00 AUG 28 AM 8:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA