

ROBERT L. HOFFMAN
GERALD H. FRIEDEL
EDWARD J. DRYSCOLL
JOHN D. FULLMER
FRANK I. HARVEY
CHARLES S. MODELL
CHRISTOPHER J. DIETZEN
LINDA H. FISHER
THOMAS P. STOLTZMAN
MICHAEL C. JACKMAN
JOHN E. DIEHL
JOHN S. SWIERZEWSKI
THOMAS J. FLYNN
JAMES P. QUINN
TODD I. FREEMAN
GERALD L. SECK
JOHN B. LUNDQUIST
DAYLE NOLAN *
JOHN A. COTTER *
PAUL B. FLUNKETT
ALAN L. KILDOW
KATHLEEN M. PICOTTE NEWMAN
GREGORY E. KORSTAD
GARY A. VAN CLEVE *
TIMOTHY J. KEANE
MICHAEL W. SCHLEY
TERRENCE E. BISHOP
GARY A. RENNEKE
CHRISTOPHER J. HARRISTHAL
KENDEL J. OHLROGGE
BRUCE J. DOUGLAS
WILLIAM C. GRIFFITH, JR.
JOHN R. HILL
PETER J. COYLE
LARRY D. MARTIN
JANE E. BREMER
JOHN J. STEFFENHAGEN
MICHAEL J. SMITH
ANDREW F. PERRIN
FREDERICK W. NIEBUHR

LARKIN, HOFFMAN, DALY & LINDGREN, LTD.
ATTORNEYS AT LAW

1500 WELLS FARGO PLAZA
7900 XERXES AVENUE SOUTH
BLOOMINGTON, MINNESOTA 55431-1194
TELEPHONE (952) 835-3800
FAX (952) 896-3333

WILLIAM G. THORNTON
DOUGLAS M. RAMLER
LYNN M. STARKOVICH
ANN M. MEYER
STEPHEN J. KAMINSKI
THOMAS F. ALEXANDER
DANIEL T. KADLEC
PAUL H. MCDOWALL
ADAM S. HUHTA *
JAMES M. SUSAG *
DANIEL J. BALUNTINE
JOHN A. MACK
JEFFREY D. CAHILL
SEAN D. KELLY
SONYA R. BRAUNTSCHWEIG
JOSEPH J. FITTANTE, JR.
JONATHAN J. FOGEL
CYNTHIA M. KLAUS
MARK D. CHRISTOPHERSON
NEAL J. BLANCHETT
TAMARA O'NEILL MORELAND
JAMES A. MCGREEVY, III
THOMAS A. GUMP *
TODD A. TAYLOR
CHRISTOPHER J. DEKE
GENEVIEVE A. BECK
MARLA M. ZACK
DIONNE M. BENSON
JEREMY C. STIER
CHRIS M. HEFFELBOWER

OF COUNSEL
JAMES P. LARKIN *
JACK F. DALY
D. KENNETH LINDGREN

* ALSO ADMITTED IN WISCONSIN

200004711823--4

December 5, 2001

VIA FEDERAL EXPRESS

Florida Secretary of State
Corporate Division
409 East Gaines Street
Tallahassee, FL 32399-0250

RE: Larry Klopp & Associates, Incorporated
Our File No. 26665-00

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-12/06/01--01045--013
*****70.00 *****70.00

Dear Filing Clerk:

Enclosed please find the Articles of Incorporation for the above-named corporation, together with our check in the amount of \$70 which is to cover your filing fee. A duplicate of the Articles is included for file stamping and to return in the enclosed, self-addressed and stamped envelope.

Please return the original articles to the undersigned after the filing process is completed. If you have any questions, please do not hesitate to contact me.

Sincerely,



Lori B. Papacek, Paralegal, for
LARKIN, HOFFMAN, DALY & LINDGREN, Ltd.

Enclosures

cc: Daniel T. Kadlec, Esq.
723805.1

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

G. BULLOCK DEC 7 2001

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**ARTICLES OF INCORPORATION
OF
LARRY KLOPP & ASSOCIATES, INCORPORATED**

The undersigned, acting as Incorporator for the purpose of becoming a corporation under the Florida Business Corporation Act, as it now exists or may be amended, adopts the following Articles of Incorporation for such corporation:

ARTICLE I.

NAME

The name of this Corporation shall be:

Larry Klopp & Associates, Incorporated.

ARTICLE II.

PRINCIPAL OFFICE

The initial principal office of the Corporation is:

26140 Hickory Boulevard, #503
Bonita Springs, Florida 34134

ARTICLE III.

DURATION

This Corporation shall have perpetual existence, commencing on the date that these Articles are filed with the Secretary of State.

ARTICLE IV.

PURPOSE

The general nature and purpose of the business to be transacted, promoted and carried on is to do any and all things hereinafter mentioned, as fully and to the same effect and extent as natural persons might or could do:

A. Pursuant to the laws of the State of Florida, to conduct and transact any and all lawful business. No other purpose limits this general purpose in any way.

B. To do such other things as are incidental to the purposes of the Corporation or necessary or desirable in order to accomplish them.

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TALLAHASSEE, FLORIDA

ARTICLE V.

CAPITAL STOCK

5.1) Authorized Shares. This Corporation is authorized to issue 100,000 shares of \$.01 per share par value capital common stock which shall be designated "common stock." The sum of the par value of all shares of said capital stock of the Corporation that have been issued shall be the stated capital of the Corporation at any particular time.

5.2) Voting. Except as otherwise provided by law, the entire voting power for the election of directors, and for all other purposes, shall be vested exclusively in the holders of the outstanding common shares. Unless otherwise provided by these Articles, the Bylaws of the Corporation or applicable law, each holder of common stock shall be entitled to one (1) vote for each share held.

5.3) Dividends. The holders of the outstanding capital stock shall be entitled to receive, when and as declared by majority vote of the Board of Directors, dividends payable either in cash, in property, or in shares of capital stock of the Corporation.

5.4) No Preemptive Rights. The shareholders of the Corporation shall not have preemptive rights.

5.5) No Cumulative Voting. Cumulative voting for directors is not permitted.

5.6) S Election. Notwithstanding the powers granted to the Board of Directors expressed above or otherwise provided by law, at any time following the filing of an election to be treated as an S corporation under the Internal Revenue Code, as amended from time to time, and prior to the revocation or termination of the S corporation status, in order to preserve said election, the Board of Directors is not authorized to issue shares to any person or take any other action that would result in the termination of the S corporation election without the prior express written consent of the holders of a majority of the voting power of the shares entitled to vote. Any such action taken without such consent shall be null and void and shall not affect the beneficial ownership of the shares.

ARTICLE VI.

POWERS

This Corporation shall have all those rights, powers and duties as delineated in Florida Statutes, Chapter 607, as it now exists or may hereafter be amended.

ARTICLE VII.

INCORPORATOR

The name and address of the person(s) signing these Articles is:

Name

Address

Larry L. Klopp

26140 Hickory Boulevard, #503
Bonita Springs, Florida 34134

ARTICLE VIII.

INDEMNIFICATION

The Corporation shall indemnify any director or officer, including former directors and officers, in the manner set out and provided for pursuant to the provisions of Section 607.0850 of the Florida Statutes, as may be amended from time to time.

ARTICLE IX.

AMENDMENT

This Corporation reserves the right to repeal, subject to applicable law, any provisions contained in these Articles of Incorporation or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

ARTICLE X.

REGISTERED OFFICE AND AGENT

The name and street address of the initial registered agent and registered office of this Corporation is as follows:


Name

Address

Larry L. Klopp

26140 Hickory Boulevard, #503
Bonita Springs, Florida 34134

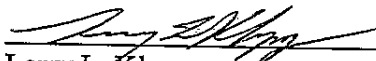
IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 5th day of December, 2001.


Larry L. Klopp

ACCEPTANCE OF DESIGNATION

REGISTERED AGENT/REGISTERED OFFICE

The undersigned, having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this statement, hereby accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provision of all statutes relating to the proper and complete performance of its duties, and the undersigned is familiar with and accepts the obligations of its position as registered agent.


Larry L. Klopp

Date: December 5, 2001

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TALLAHASSEE, FLORIDA