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SECRETARY OF STATE
TALLAHASSEE FLORIDA

JAMES L. ADE
SCOTT G. SCHILDBERG

March 26, 2002

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

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***163.75 ***163.75

Dear Sir or Madam:

In connection with the domestication of Durkee-Esdale Holdings, Inc., please find the following original fully executed documents:

1. Certificate of Domestication
2. Articles of Incorporation of Durkee-Esdale Holdings, Inc.
3. Certificate of Acceptance of Designation of Registered Agent of Durkee-Esdale Holdings, Inc.
4. Copy of the Certificate of Domestication, Articles of Incorporation and Certificate of Acceptance described above.
5. Our firm's check payable to the State of Florida, Department of State, in the amount of \$163.75 to cover the cost for filing the Certificate of Domestication, Articles of Incorporation and Certificate of Acceptance; certifying the copy of said documents and issuing four Certificates of Good Standing.

Please file the original Certificate, Articles of Incorporation and Certificate of Acceptance in accordance

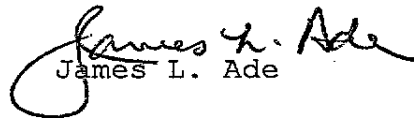
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with your standard procedure. Also please certify the enclosed copies of the above-described documents, issue four Certificates of Good Standing for Durkee-Esdale Holdings, Inc. and return the certified copies and Certificates of Good Standing to me.

If you have any questions or need any additional information concerning this matter, please do not hesitate to call or write.

Sincerely yours,


James L. Ade

JLA:arh
Enclosures

Cc: Kendall G. Durkee - w/out enclosures
Thomas R. Esdale - w/out enclosures

CERTIFICATE OF DOMESTICATION

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The undersigned, Kendall G. Durkee, a Director of Farrimond & Burt Corporation, a foreign Corporation, in accordance with F.S. 607.1801 does hereby certify: SECRETARY OF STATE
TALLAHASSEE FLORIDA

1. The date on which corporation was first formed was April 12, 1993.
2. The jurisdiction where the above named corporation was first formed, incorporated, or otherwise came into being was North Carolina.
3. The name of the corporation immediately prior to the filing of this Certificate of Domestication was Farrimond & Burt Corporation.
4. The name of the corporation, as set forth in its articles of incorporation, to be filed pursuant to s. 607.0202 and 607.0401 with this certificate is Durkee-Esdale Holdings, Inc.
5. The jurisdiction that constituted the seat, siege, social principal place of business or central administration of the corporation, or any other equivalent thereto under applicable law immediately prior to the filing of the Certificate of Domestication was North Carolina.
6. Attached are Florida articles of incorporation to complete the domestication requirements pursuant to s. 607.1801.

I, Kendall G. Durkee, am a Director of Farrimond & Burt Corporation, now known as Durkee-Esdale Holdings, Inc., and I am authorized to sign this certificate of Domestication on behalf of the corporation and have done so this the 12 day of MARCH, 2002.


(Authorized Signature)

ARTICLES OF INCORPORATION
OF
DURKEE-ESDALE HOLDINGS, INC.

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLE I

NAME

The name of this corporation is Durkee-Esdale Holdings, Inc.

ARTICLE II

PRINCIPAL OFFICE

The principal office and mailing address of this corporation is
2431 Aloma Avenue, Suite 214, Winter Park, Florida 32791.

ARTICLE III

CAPITAL STOCK

This corporation is authorized to issue One Hundred Thousand (100,000) shares of common stock, which shares shall be and hereby are designated as "Common Shares." Without action by the stockholders, any or all of the authorized shares may be issued by the corporation from time to time for such consideration as may be fixed by the Board of Directors of this corporation.

ARTICLE IV

REGISTERED OFFICE AND AGENT

The registered office of this corporation in the State of Florida is 2431 Aloma Avenue, Suite 219, Winter Park, Florida 32791. The name of the registered agent of this corporation at that address is Thomas R. Esdale. The Board of Directors may, from time to time, change the registered agent or move the registered office to any other address in Florida.

ARTICLE V

AMENDMENTS

These Articles of Incorporation may be amended in the manner provided by law. Both the shareholders and the Board of Directors may repeal, amend or adopt Bylaws for the corporation, pursuant to these Articles, except that the shareholders may prescribe in any Bylaw made by them that such Bylaw shall not be altered, repealed or amended by the Board of Directors.

ARTICLE VI

INDEMNIFICATION

To the fullest extent permitted by applicable law, no director of the corporation shall have any personal liability arising out of any action whether by or in the right of the corporation or otherwise for monetary damages for breach of any duty as a director. This article shall not impair any right to indemnity from the corporation that any director may now or hereafter have. Any repeal or modification of this Article shall be prospective only and shall not adversely affect any limitation hereunder on the personal liability of a director with respect to acts or omissions occurring prior to such repeal or modification.

IN WITNESS WHEREOF, the undersigned Director has hereunto set his hand this 12 day of MARCH, 2002.


Kendall G. Durkee, Director

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CERTIFICATE OF ACCEPTANCE OF DESIGNATION OF
REGISTERED AGENT OF
DURKEE-ESDALE HOLDINGS, INC.

SECRETARY OF STATE
TALLAHASSEE FLORIDA

Pursuant to Sections 48.091 and 607.0501, Florida Statutes, the undersigned, having been designated as the Registered Agent for the service of process within the State of Florida upon Durkee-Esdale Holdings, Inc., a corporation domesticated under the laws of the State of Florida, hereby accepts the appointment as such Registered Agent and hereby agrees to comply with the provisions of Section 48.091(2) relative to keeping open the Registered Office of said corporation, which Registered Office is located at 2431 Aloma Avenue, Suite 219, Winter Park, Florida 32791.

IN WITNESS WHEREOF, I have hereunto set my hand at Winter Park, Orange County, Florida, on this 12 day of March, 2002.



Thomas R. Esdale
Registered Agent