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Thomas F. Rizzo, P.A.
Attorney At Law
FILED

02 MAY 23 AM 10:35

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

May 20, 2002

Secretary Of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

Re: Articles of Incorporation
Bischoff Financial Services, Inc.

Dear Secretary of State:

Enclosed please find an original and one (1) copy of the Articles of Incorporation for Bischoff Financial Services, Inc. Please conform the copy and return same to my office in the return envelope provided. Also enclosed is a check in the amount \$78.75 representing the filing fees.

If there are any questions please call (239) 395-0400. Thank you for your assistance.

Sincerely,


Thomas F. Rizzo, Esq.

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*****78.75 *****78.75

Enclosures
TFR/jge

2340 Periwinkle Way, Suite J2, Sanibel, Florida 33957
Tel (239) 395-0400 * Fax (239) 395-0480

CB-524

**ARTICLES OF INCORPORATION
OF
BISCHOFF FINANCIAL SERVICES, INC.**

FILED

02 MAY 23 AM 10:35

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be BISCHOFF FINANCIAL SERVICES, INC. The address of the principal office of this corporation shall be: 335 Cowry Court, Sanibel, Florida 33957 and the mailing address of the corporation shall be: 335 Cowry Court, Sanibel, Florida 33957.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under laws of the United States, the State of Florida or any other state, county, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is: one thousand (1,000) shares of stock with a par value of One Dollar (\$1.00).

ARTICLE IV. ADDRESS

The street address of the initial registered office of the corporation shall be: 335 Cowry Court, Sanibel, Florida 33957 and the name of the initial registered agent of the corporation is: Edward G. Bischoff Jr., whose address is the same.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. PREEMPTIVE RIGHTS

This corporation elects to have preemptive rights.

ARTICLE VII. SPECIAL PROVISIONS

It is the intent of the Incorporator that the corporation will qualify under Section 1244 of the Internal Revenue Code.

ARTICLE VIII. DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have two (2) Directors, initially. The name and street addresses of the initial members of the Board of Directors are:

Edward G. Bischoff Jr.
335 Cowry Court
Sanibel, Florida 33957

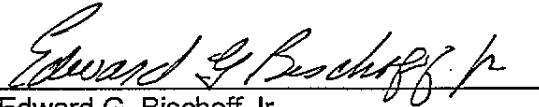
Rita Ann Bischoff
335 Cowry Court
Sanibel, Florida 33957

ARTICLE IX. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is

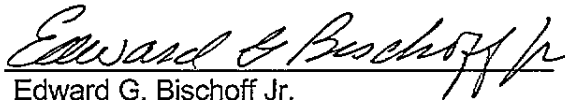
Edward G. Bischoff
335 Cowry Court
Sanibel, Florida 33957

IN WITNESS WHEREOF, the undersigned incorporator of BISCHOFF FINANCIAL SERVICES, INC. has hereunto set his hand and seal this 20 day of MAY, 2002.


Edward G. Bischoff Jr.

ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION

Edward G. Bischoff Jr. having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent.


Edward G. Bischoff Jr.