

Law Offices
Shapiro, Blasi, Dector & Piazza, P.A.

Corporate Centre at Boca Raton
Suite 200
7777 Glades Road
Boca Raton, Florida 33434

Telephone (561)477-7800
Facsimile (561)477-7722

Andrew B. Blasi
Andrew M. Dector*
Vincent J. Piazza
Raymond A. Piccin*
Michael B. Shapiro
*admitted in FL and NJ
**admitted in FL and NY

September 17, 2002

via Federal Express

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

500007829745--9
-09/18/02-01035-009
*****78.75 *****78.75

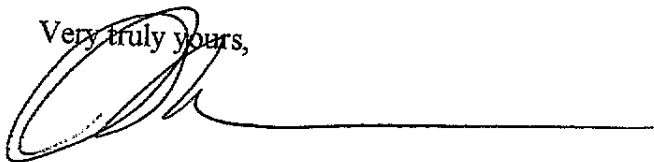
Re: Traeger Utterback, Inc.

Gentlemen:

In connection with the referenced entity, enclosed please find original Articles of Incorporation and Registered Agent Designation, together with a copy thereof and this firm's check in the amount of \$78.75 representing the filing fee and certified copy fee. Please stamp the enclosed copy and return with your receipt.

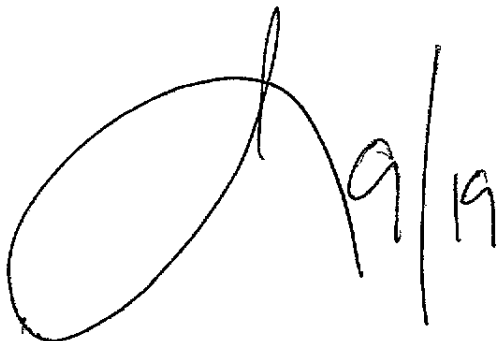
Thank you for your cooperation. Should you have any questions, please call.

Very truly yours,



Andrew B. Blasi

ABB/cyn
Enclosures



FILED
02 SEP 18 AM 9:25
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLES OF INCORPORATION

OF

TRAEGER UTTERBACK, INC.

FILED
02 SEP 18 AM 9:25
SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned, acting as Incorporators of a corporation under the Florida Business Corporation Act, hereby adopt the following Articles of Incorporation for such corporation:

1. NAME. The name of the corporation is **TRAEGER UTTERBACK, INC.**

2. PRINCIPAL OFFICE/MAILING ADDRESS. The principal office and mailing address of the corporation is 12358 RIVERFALLS COURT, BOCA RATON, FLORIDA 33428.

3. SHARES. The number of shares the corporation is authorized to issue is one thousand (1,000) shares. The par value for the authorized shares is One Dollar (\$1.00).

4. PREEMPTIVE RIGHTS. Each shareholder of this corporation shall have the first right to purchase shares (and securities convertible into shares) of any class, kind or series of stock in this corporation that may from time to time be issued (whether or not presently authorized), including shares from the treasury of this corporation, in the ratio that the number of shares he holds at the time of issue bears to the total number of shares by any shareholder who does not exercise it and pay for the shares preempted within thirty (30) days of receipt of a notice in writing from the corporation, stating the prices, terms and conditions of the issue of shares, and inviting him exercise his preemptive rights. This right may also be waived by affirmative written waiver submitted by the shareholder to the corporation within thirty (30) days of receipt of notice from the corporation.

5. INITIAL REGISTERED OFFICE AND AGENT. The name and street address of the initial registered agent and office of this corporation is:

MICHAEL L. UTTERBACK

12358 RIVERFALLS COURT
BOCA RATON, FLORIDA 33428

6. INCORPORATOR. The name and address of the Incorporator is:

MICHAEL L. UTTERBACK

12358 RIVERFALLS COURT
BOCA RATON, FLORIDA 33428

KELLIE T. UTTERBACK

12358 RIVERFALLS COURT
BOCA RATON, FLORIDA 33428

7. DIRECTOR. The name and address of the initial director is:

MICHAEL L. UTTERBACK

12358 RIVERFALLS COURT
BOCA RATON, FLORIDA 33428

KELLIE T. UTTERBACK

12358 RIVERFALLS COURT
BOCA RATON, FLORIDA 33428

8. PURPOSE. The purpose of the Corporation is to conduct all lawful business as is permissible under the laws of the State of Florida.

IN WITNESS WHEREOF, the undersigned Incorporators have executed these Articles of Incorporation this 16th day of SEPTEMBER, 2002.

Michael L. Utterback

MICHAEL L. UTTERBACK

Kellie T. Utterback

KELLIE T. UTTERBACK

STATE OF Florida
COUNTY OF Palm Beach

I HEREBY CERTIFY that on this 16th day of SEPTEMBER, 2002, before me, an officer duly authorized in the State of Florida, County of Palm Beach, aforesaid to take acknowledgments, personally appeared MICHAEL L. UTTERBACK [] who is personally known to me, or [X] who has produced FLA. Driver's License as identification, the persons described in and who executed the foregoing instrument and [X] who did [] who did not take an oath.

WITNESS my hand and official seal in the County of Palm Beach, State of Florida last aforesaid this 16th day of SEPTEMBER, 2002.



Andrew B. Blasi
Commission # CG 874534
Expires Oct. 25, 2003
Bonded Thru
Atlantic Bonding Co., Inc.

[Signature]
Notary Public, State of _____

My Commission Expires:

(PRINT NAME OF NOTARY PUBLIC)

STATE OF Florida)
COUNTY OF Palm Beach)

I HEREBY CERTIFY that on this 16th day of SEPTEMBER, 2002, before me, an officer duly authorized in the State of Florida, County of Palm Beach, aforesaid to take acknowledgments, personally appeared KELLIE T. UTTERBACK [] who is personally known to me, or [X] who has produced Pa. Drivers License as identification, the persons described in and who executed the foregoing instrument and [X] who did [] who did not take an oath.

WITNESS my hand and official seal in the County of Palm Beach, State of Florida last aforesaid this 16th day of SEPTEMBER, 2002.



Andrew B. Blasi
Commission # CC 874534
Expires Oct. 25, 2003
Bonded Thru
Atlantic Bonding Co., Inc.

My Commission Expires:

[Signature]
Notary Public, State of _____

(PRINT NAME OF NOTARY PUBLIC)

ACCEPTANCE OF REGISTERED AGENT

Having been named as resident agent for the above-stated corporation, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties and I accept the duties and obligations under the Florida Statutes.

Michael L. Utterback
MICHAEL L. UTTERBACK

STATE OF FLORIDA)
COUNTY OF Broward) ss.
Palm Beach

I HEREBY CERTIFY that on this 16th day of SEPTEMBER, 2002, before me, an officer duly authorized in the State and County aforesaid to take acknowledgments, personally appeared MICHAEL L. UTTERBACK, [X] who is personally known to me, the person described in and who executed the foregoing instrument.
Florida Drivers License

WITNESS my hand and official seal in the County and State last
aforesaid this 16th day of SEPTEMBER, 2002.



Andrew B. Blasi
Commission # CG 874534
Expires Oct. 25, 2003
Bonded Thru
Atlantic Bonding Co., Inc.



Notary Public, State of Florida

(Print Name of Notary)

FILED
02 SEP 18 AM 9:25
SECRETARY OF STATE
TALLAHASSEE FLORIDA