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(Business Entity Name)

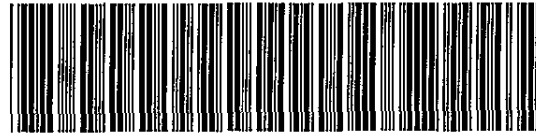
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FEB 1 2004

January 9, 2004

Department of State  
Division of Corporations  
Corporate Filings  
Post Office Box 6327  
Tallahassee, Florida 32314

*In Re: Henry Schmidt, Inc.*

Dear Sir/Madam:

Enclosed please find the following, pertaining to the above-referenced matter:

1. The original and one copy of the Articles of Incorporation of Henry Schmidt, Inc.;  
and
2. A check in the amount of Seventy Eight Dollars and seventy five cents (\$78.75)  
for the filing fees, registered agent designation and a certified copy of the articles;  
and
3. A stamped, self-return envelope for your convenience in forwarding the certified  
copy of the Articles of Incorporation back to our office.

If you are should have any questions, or are in need of any additional information, please don't  
hesitate to contact me at the address and telephone number below.

Thank you very much for your assistance and God Bless America.

Sincerely,

  
Kerri Cannova, Registered Agent  
Henry Schmidt, Inc.  
360 Palms Avenue  
Fort Pierce, Florida 34884  
Telephone: (772)485-9301

/kc  
enclosures: four

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SECRETARY OF STATE  
TALLAHASSEE FLORIDA

**ARTICLES OF INCORPORATION**

**OF**

**HENRY SCHMIDT, INC.**

The undersigned subscribers to these Articles of Incorporation, natural persons competent to contract, hereby form a corporation for profit under the laws of the State of Florida.

**ARTICLE I. NAME**

The name of this corporation is HENRY SCHMIDT, INC.

**ARTICLE II. NATURE OF CORPORATE BUSINESS**

The corporation is principally engaged in any activity or business permitted under the laws of the United States of America and under the laws of the State of Florida.

**ARTICLE III. CAPITAL STOCK**

The maximum number of shares of stock this corporation is authorized to have outstanding at any time is ONE THOUSAND, TWO HUNDRED (1,200) shares of common stock, each share having a par value of One Cent (\$.01).

Authorized capital stock may be paid for in cash, services or property at a just value to be fixed by the Board of Directors of this corporation at any regular or special meeting.

**ARTICLE IIII. PREEMPTIVE RIGHTS**

Every Stockholder, upon the sale for cash of any additional stock after the first offering, by the corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his prorata share thereof, at the price at which it is offered to others, which price

may be in excess of par value and determined by the Board of Directors at any regular or special meeting.

#### ARTICLE V. TERM OF EXISTENCE

This corporation shall have perpetual existence.

#### ARTICLE VI. ADDRESS

The initial street address of the principal office of this corporation is 360 Palms Avenue, Fort Pierce, Florida 34982.

#### ARTICLE VII. DIRECTORS

The corporation shall have two (2) Directors initially. The number of Directors may be increased or diminished from time to time by the By-Laws but shall never be less than one.

#### ARTICLE VIII. INITIAL DIRECTORS

The names and street addresses of the Board of Directors who shall hold office until their successors are elected and have qualified are:

HENRY SCHMIDT

SE Dalva Avenue  
Port St. Lucie, Florida 34983

EILEEN SCHMIDT

360 Palms Avenue  
Fort Pierce, Florida 34982

#### ARTICLE VIII. SUBSCRIBERS AND INCORPORATORS

The name and street address of the Subscribers and Incorporators executing these Articles of Incorporation are:

HENRY SCHMIDT

452 SE Dalva Avenue  
Port St. Lucie, Florida 34983

EILEEN SCHMIDT

360 Palms Avenue  
Fort Pierce, Florida 34982

## ARTICLE X. AMENDMENTS

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed to the Stockholders, and approved at the Stockholders' meeting by a majority vote of Shareholders.

## ARTICLE XI. ALIENATION OF SHARES

A. Any shareholder who desires to sell, assign, or in any way alienate his or her share or shares (EXCEPTING ownership passing through testate or intestate succession, or disbursement from a trust) of the corporation must give first option of purchase to the corporation the price of which shall be the same as any bona-fide offer made by any person whomsoever. Said option, if it is to be exercised at all, must be rejected or exercised by the corporation within forty-five (45) days of notification, in writing, by the shareholder of his or her desire to alienate the share(s).

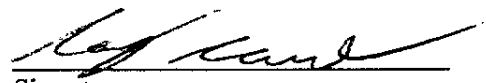
B. If the corporation has not rejected nor accepted the option within the 45 day period the option shall be deemed rejected and the majority shareholder shall then have the right to likewise exercise a 45 day option to purchase the shares, using the same formula for price as is set forth immediately above as a price floor.


C. If neither the corporation nor the majority shareholder exercises the option within the time frames described above, the shareholder desiring to alienate his or her shares may do so freely, at any equal or greater price or for any consideration the shareholder seeking to alienate the shares may be able to obtain, however, under no circumstances may the shareholder seeking to alienate his or her share(s) do so for a price lesser than that which has been offered to the corporation and the majority shareholder.

ARTICLE XII. REGISTERED AGENT AND OFFICE

The Registered Agent designated for this corporation is Kerri Cannova with a present address of 1030 SE Letha Circle, Stuart, Florida 34994.

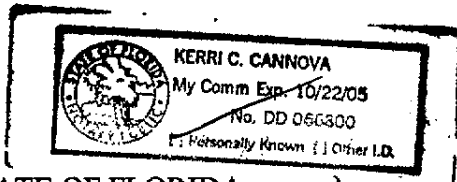
IN WITNESS WHEREOF, we, the undersigned, have hereunto set our hands and seals, acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida this 9<sup>th</sup> day of January, 2004.

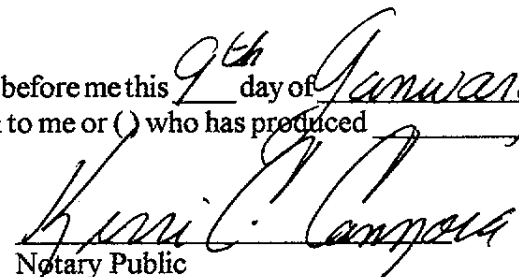
  
Signature  
Henry D. Schmidt

  
Signature  
Eileen P. Schmidt

STATE OF FLORIDA     }  
                                     }  
COUNTY OF ST. LUCIE    }

The foregoing instrument was acknowledged before me this 9<sup>th</sup> day of January, 2004, by Henry Schmidt, ( ) who is personally known to me or ( ) who has produced \_\_\_\_\_ as identification.

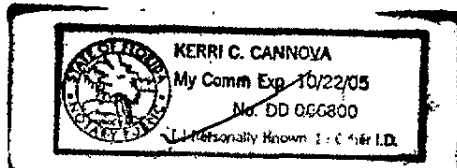


  
Notary Public

STATE OF FLORIDA     }  
                                     }  
COUNTY OF ST. LUCIE    }

The foregoing instrument was acknowledged before me this 9<sup>th</sup> day of January

2004, by Eileen P. Schmidt, (X) who is personally known to me or ( ) who has produced \_\_\_\_\_  
as identification.



*Kerri C. Cannova*  
Notary Public

**ACCEPTANCE**

I hereby accept the foregoing designation of Registered Agent of HENRY SCHMIDT, INC.

DATED this 9th day of January, 2004.

*Kerri Cannova*  
Kerri Cannova

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SECRETARY OF STATE  
TALLAHASSEE FLORIDA