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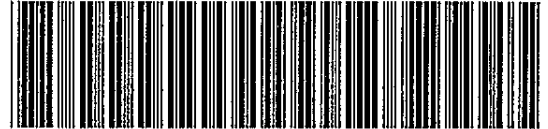
(Business Entity Name)

(Document Number)

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January 21, 2005

direct email: carnahan@nicola.com

VIA FEDERAL EXPRESS
NEXT BUSINESS DAY DELIVERY

Department of State of Florida
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

Re: Wisner Investment Corp.

Dear Sir or Madam:

Enclosed are the original and duplicated original copy of the Articles of Incorporation of Wisner Investment Corp. with a check in the amount of \$87.50 payable to Florida Department of State for payment of filing fee, certified copy of Articles of Incorporation and certificate of status.

Please direct all questions, correspondence and return of documentation to the undersigned, Timothy D. Carnahan, Nicola, Gudbranson & Cooper, LLC, Republic Building, Suite 1400, 25 West Prospect Avenue, Cleveland, Ohio 44115-1048, attorney for Wisner Investment Corporation. My daytime phone number is (216) 621-7227, ext. 104.

Thank you for your cooperation and assistance.

Very truly yours,



Timothy D. Carnahan
Attorney For Wisner Investment Corp.
Florida Bar Attorney
Registration No. 0326879

TDC/leb
Enclosures

ARTICLES OF INCORPORATION
OF
WISNER INVESTMENT CORP.

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The undersigned, desiring to form a corporation in compliance with Chapter 607 and/or Chapter 621, ES (Profit), hereby certifies that:

FIRST: The name of the Corporation shall be WISNER INVESTMENT CORP.

SECOND: The principal place of business/ mailing address is 6903 Rain Lilly Road, Unit 104, Naples, Florida 34109.

THIRD: The purpose for which the Corporation is formed is to engage in any lawful act or activity for which corporations may be formed under Florida statutes.

FOURTH: The number of shares which the Corporation is authorized to have outstanding is Seven Hundred Fifty (750) all of which shall be common shares without par value. The Seven Hundred Fifty (750) shares herein authorized may be issued pursuant to subscriptions taken by the incorporator for such kinds and/or amounts of consideration as he may specify. After organization, the Board of Directors, in its discretion, may fix different amounts and/or kinds of consideration of the issuance of said shares, whether issued at the same or different times, and may determine that only a portion of the amounts of consideration received by the Corporation shall be stated capital. Any and all shares so issued, the consideration for which, as fixed by the incorporator or the Board of Directors, has been paid or delivered, shall be fully paid and non-assessable.

FIFTH: The name and address of the sole director is Marianne Wisner of 6905 Rain Lilly Road, Unit 104, Naples, Florida 34109. The name and address of President, Treasurer and Secretary is Marianne Wisner of 6905 Rain Lilly Road, Unit 104, Naples, Florida 34109.

SIXTH: The name and Florida street address of the registered agent is Marianne Wisner of 6905 Rain Lilly Road, Unit 104, Naples, Florida 34109.

SEVENTH: The name and address of the Incorporator is Marianne Wisner of 6905 Rain Lilly Road, Unit 104, Naples, Florida 34109.

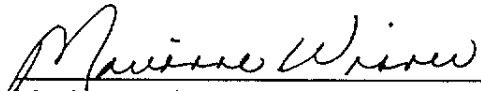
EIGHTH: No holder of shares of any class shall be entitled as such to subscribe for or purchase shares of any class now or hereafter authorized, or securities convertible into or exchangeable for such shares, or securities to which there are attached or appertained any warrants or rights entitling the holder thereof to subscribe for or purchase such shares.

NINTH: A Director of the Corporation shall not be disqualified by his office from dealing or contracting with the Corporation as a vendor, purchaser, employee, agent, or otherwise. No transaction, contract or act of the Corporation shall be void or voidable or in any way affected or invalidated by reason of the fact that any Director, any firm or which any Director is a member or any corporation of which any Director is a director, officer or shareholder is in any way interested in such transaction, contract or act, provided the fact that such Director, firm or corporation is so interested shall be disclosed or shall be known to the Board of Directors or such members thereof as shall be present at any meeting of the Board of Directors at which action upon any such transaction, contract or act shall be taken. No such Director shall be accountable or responsible to the Corporation for or in respect of any such transaction, contract or act of the Corporation or for any gains or profits realized by reason of the fact that he, any firm of which he is a member or any corporation of which he is a director, officer or shareholder is interested in such transaction, contract or act. Any such Director may be counted in determining the existence of a quorum at any meeting of the Board of Directors at which any such transaction, contract or act shall be authorized or acted upon, and may vote

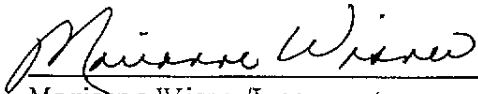
thereat to authorize, ratify or approve any such transaction, contract or act, with like force and effect as if he, any firm of which he is a member or any corporation of which he is a director, officer or shareholder were not interested in such transaction, contract or act.

TENTH: The Corporation may purchase from time to time shares of any class issued by it, upon agreement with the holder thereof. Such purchases may be made either in the open market or at private or public sale, in such manner and amount, from the holder or holders of outstanding shares of Corporation, and at such prices and upon such terms as the Board of Directors shall, from time to time, determine. Unless a different procedure is established in a written agreement among the Corporation and all of the Shareholders of the Corporation, the Board of Directors is hereby empowered to authorize such purchases from time to time without any vote of the holders of any class of shares authorized and outstanding at the time of any such purchases.

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.


Marianne Wisner, Registered Agent

1/18/05
Date


Marianne Wisner/Incorporator

1/18/05
Date

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