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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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June 1, 1995

Florida Department of state Bureau of Corporate records Box 6327 Tallahassee, Florida 32314

Re: Articles of Incorporation for Emmet Rhodes Fried Corporation

Dear Sirs:

Please find the enclosed articles of incorporation for Emmet Rhodes Fried Corporation for certification by the State of Florida.

Also, find enclosed a check for \$ 122.50 covering the filing fees, certified copy and registered agent designation costs for Emmet Rhodes Fried Corporation.

Sincerely,

Emmet Rhodes Fried

Incorporator

Enclosures

Ph. All

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ARTICLES OF INCORPORATION

95 JUN 22 AN 8: 34 SECRETARY OF STATE TALLAHASSEE, FLORIDA

OF

ARTICLE I

The name of this corporation is Emmet Rhodes Fried Corporation.

The principle office of the corporation is at 1641-4 Land O'lakes Blvd., Lutz, Fl 33549.

ARTICLE II Duration

This corporation shall exist perpetually unless dissolved according to law, commencing on the date of filing with the Secretary of State.

ARTICLE III Purpose

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

ARTICLE IV Capital Stock

This corporation is authorized to issue 200 shares of one dollar (\$ 10.00) par value common stock, all of which shall have the same rights and privileges.

Each share of common stock shall entitle the holder thereof to one (1) vote at any stockholders meeting and otherwise to participate in all such meetings and in the assets of the corporation, and such shares shall be fully paid and non-assessable. They shall be issued for such consideration as may be determined by the Board of Directors, which shall have a value at least equal to the full par value of such shares. They may be paid for in lawful money of the United States of America, or in property, labor or services.

ARTICLE V Initial Registered Office and Agent

The street address of the initial registered office of this corporation is 1641-4 Land O'Lakes Blvd., Lutz, Fl 33549.

and the name of the initial registered agent of this corporation at that address is Emmet Rhodes Fried.

ARTICLE VI Directors

This corporation shall have two (2) director(s) initially. The number of directors may be increased or decreased from time to time by by-laws adopted by the stockholders, but shall never be less than one (1). Vacancies on the Board of Directors may be filled at any special meeting 01 the stockholders or at any meeting of the Directors. Directors need not be shareholders of the corporation. They may hold office after their election for a period of one (1) year, or until their successors are duly elected. The affairs of the corporation will

be managed by the Board of Directors as provided by the By-laws of this corporation.

ARTICLE VII Initial Board of Directors

The name and address(s) of the initial Directors of this corporation is/are:

Emmet Rhodes Fried 1641-4 Land O'Lakes Blvd., Lutz, Fl 33549.

Harold Fried 1641-4 Land O'Lakes Blvd., Lutz, Fl 33549.

ARTICLE VIII Incorporators

The name and street address of the person/s signing these Articles of Incorporation is/are:

Emmet Rhodes Fried 1641-4 Land O'Lakes Blvd., Lutz, Fl 33549.

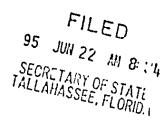
ARTICLE IX Special Provision

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

ARTICLE X Preemptive Rights

Every shareholder upon the sale for cash of any new stock of this 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 that it is offered to others.

IN WITNESS WHEREOF, the undersigned incorporator(s) has/have
exectued these Articles of Incorporation thisday of
, 1995.
Signature(s) of Incorporator(s)
State of Florida) County of Pasco)
The foregoing instrument was acknowledged and sworn to
before me this 2/ day of 1995, by
Ennet R. Fried and of Emmet Rholes Fried Comp.
Adarald Fried One Chilitary NOTARY PUBLIC
My Commission Expires:
JOSIE C KINNEY My Commission CC461867 Expires May, 09, 1999 Bonded by ANB 800-852-5878



CERTIFICATE DESIGNATING REGISTERED AGENT AND PLACE OF EUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA, AND ACCEPTANCE OF AGENT UPON WHOM PROCESS MAY BE SERVED

In Compliance with Sections 48.091 and 617.034, Florida statutes. the following is submitted:

FIRST that Emmet Rhodes Fried Corporation desiring to
organize or qualify under the laws of the State of Florida, with
its registered office at the city of
County of Pasco, state of Florida, has named Emmet R.Fr. eo
located at 1641-4 Land O'lokes Blvd.
Lutz FL 33549 as its registered agent to
accept Service of Process within this state. The registered
office to this Corporation is the street address shown above.
Dated: 6/21/95
Incorporator

Having been named to accept service of process for the above named corporation, at the place designated in this certificate, [hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper performance of my duties.