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INTERNATIONAL MAIL AIR MAIL

P96000003922

January 8 1996

VIA FEDERAL EXPRESS 4213911166

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

RE: FISCHER & COMPANY, INC.

Dear Sir/Madam:

We enclose the original and one copy of the Articles of Incorporation for the above-named corporation with Acceptance of Registered Agent and our check in the sum of \$122.50 for payment of the following fees:

Filing of Articles of Incorporation	\$35.00
Registered Agent Designation	\$35.00
Certified copy of Articles of Incorporation	\$52.50

Please certify the enclosed copy of the Articles of Incorporation and return them, together with the filing receipt to our offices at the address indicated above. For your convenience in returning this to us via Federal Express, we have enclosed a return fed-x airbill.

Your prompt attention to this matter is greatly appreciated.

Very truly yours,

HUNT, COOK, RIGGS, MEHR & MILLER, P.A.

By:

Connie Schiraldi

Connie Schiraldi
Certified Legal Assistant

JAN 11 1996

BSB

Enclosures

cc: Henry M. Fischer
Joseph R. Cook, Esq.

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ARTICLES OF INCORPORATION
FOR
FISCHER & COMPANY, INC.

FILED
96 JAN -9 PM 7:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator under the Florida Business Corporation Act, adopts the following Articles of Incorporation for **FISCHER & COMPANY, INC.**

1. The name of the corporation is **FISCHER & COMPANY, INC.**
2. The principal office of the corporation is:
22674 Meridiana Drive
Boca Raton, Florida 33433
3. The corporation shall have authority to issue 7,500 shares of stock, all of one class with a par value of \$.10 per share.
4. The corporation's initial registered office is: 2200 Corporate Boulevard, N.W., Suite 401, Boca Raton, Florida 33431. The name of the corporation's initial registered agent at this office is HCRM Corp.
5. The purpose of the corporation is to engage in any activity or business permitted under the laws of the United States or Florida.
6. The number of directors constituting the initial board of directors is one and his name and address is:

Name

Henry M. Fischer

Address

22674 Meridiana Drive
Boca Raton, Florida 33433

7. The name and address of the incorporator is:

Name

Address

HCRM Corp.

Suite 401
2200 Corporate Boulevard, N.W.
Boca Raton, Florida 33431

8. The date of commencement of the corporate existence of the corporation pursuant to section 607.0203 of the Florida Statutes shall be the date of filing of these Articles of Incorporation with the Florida Department of State.

Executed and subscribed at Boca Raton, Florida on January 8, 1996.

HCRM Corp., as Incorporator

By: Joseph R. Cook
Joseph R. Cook, Vice President

STATE OF FLORIDA

COUNTY OF PALM BEACH

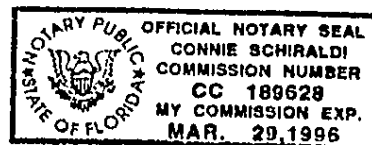
The foregoing Articles of Incorporation of FISCHER & COMPANY, INC. were acknowledged before me by Joseph R. Cook, Vice President of HCRM Corp., who is personally known to me, on this 8th day of January, 1996 on behalf of HCRM Corp.

Connie Schiraldi

Notary Public

My commission expires:

Printed Name:



Acceptance of Registered Agent

HCRM CORP. hereby accepts the above appointment as registered agent of FISCHER & COMPANY, INC. and acknowledges that it is familiar with the obligations of that position.

HCRM CORP.

By: Joseph R. Cook
Joseph R. Cook, Vice President

STATE OF FLORIDA

COUNTY OF PALM BEACH

The foregoing Acceptance of Registered Agent was acknowledged before me by Joseph R. Cook, Vice President of HCRM Corp., who is personally known to me, on this 8th day of January, 1996 on behalf of the Corporation.

Connie Schiraldi
Notary Public
My commission expires:
Printed Name:

