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TO: DIVISION OF CORPORATIONS FROM EMPIRE CORPORATE IT COMPANY
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STATE OF FLORIDA SUITE 300
400 AND OLIVE ST. N.W. TAMPA, FL 33612
TALLAHASSEE, FL 32301 CONTACT: RAY STONMANT
FAX: (904) 222-0000 PHONE: (305) 541-3694
FAX: (305) 541-3770
(((H96000002372))) DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: RITTER ASSOCIATED, INC.
FAX AUDIT NUMBER: H96000002372 CURRENT STATUS: REQUESTED
DATE REQUESTED: 02/19/1996 TIME REQUESTED: 14:30:29
CERTIFIED COPIES: 0 CERTIFICATE OF STATUS: 0
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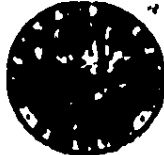
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TALLAHASSEE, FLORIDA

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02/22/96



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

February 19, 1996

EMPIRE CORPORATE KIT COMPANY

MIAMI, FL

SUBJECT: RITTER & ASSOCIATES, INC.
REF: W96000003771

COMPANY, INC.

We received your electronically transmitted document. However, the document has not been filed and needs the following corrections:

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name DOES NOT constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

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Loria Poole
Corporate Specialist

FAX Aud. #: E96000002372
Letter Number: 096A00007227

ARTICLES OF INCORPORATION

OF

RITTER & COMPANY, INC.

96 FEB 21 PM 4:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

The undersigned does hereby subscribe to, acknowledge and file the following Articles of Incorporation for the purpose of creating a corporation under the laws of the State of Florida.

ARTICLE I - NAME

The name of this corporation is RITTER & COMPANY, INC.

ARTICLE II - PURPOSE

This corporation is organized for the purpose of transacting any and all lawful business permitted under the laws of Florida.

ARTICLE III - CAPITAL STOCK

This corporation is authorized to issue 100 shares of \$1.00 par value common stock, which shall be designated as "Common Shares". All of said stock shall be payable in cash, property (real or personal) or labor or services in lieu thereof at a just valuation to be fixed by the Board of Directors.

ELKINS & FREEDMAN
2101 W. Commercial Blvd., Suite 5400
Ft. Lauderdale, Florida 33309
(305) 733-1330
Attorney: Stefanie F. Belle, Esq.
Bar No. :896047

ARTICLE IV - VOTING RIGHTS

Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding Common Shares.

ARTICLE V - TERM

This corporation shall commence its existence upon filing and shall exist perpetually thereafter unless sooner dissolved according to law.

ARTICLE VI - 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 pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the prices at which it is offered to others.

ARTICLE VII - INITIAL PRINCIPAL OFFICE AND AGENT

The street address and mailing address of the initial principal office of this corporation is 393 Wekiva Cove Road, Longwood, Florida 32779 and the name of the initial registered agent of this corporation is Karen A. Ritter, whose address is 393 Wekiva Cove Road, Longwood, Florida 32779.

14-00000-964

ARTICLE VIII - INITIAL BOARD OF DIRECTORS

This corporation shall have at least one director initially with the exact number of directors to be specified by the shareholders from time to time unless the shareholders shall by a majority vote, determine that the corporation be managed by the shareholders. The name and address of the initial director of this corporation is Karen A. Ritter, 393 Wakiva Cove Road,
Longwood, Florida 32779

ARTICLE IX - INCORPORATOR

The name and address of the person signing these articles is:

Karen A. Ritter, 393 Wakiva Cove Road, Longwood, Florida 32779

14-00000-964

ARTICLE X - INDEMNIFICATION

The corporation shall indemnify any officer or director or any former officer or director, to the fullest extent permitted by law either now existing or hereafter enacted.

ARTICLE XI

No contract or other transaction between this corporation and any other corporation, and no act of this corporation shall in any way be affected or invalidated by the fact that any of the directors of this corporation are pecuniarily or otherwise interested in, or are directors, or

44-38861-2500

The private property of the stockholders shall not be subject to the payment of the corporate debts to any extent whatever. The corporation shall have a first lien on the shares of its stockholders and upon the dividends due them for any indebtedness of such stockholders to the corporation.

James A. R.
SUBSCRIBER

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR
THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON
WHOM PROCESS MAY BE SERVED**

In pursuance of Chapter 48.091, Florida Statutes, the
following is submitted, in compliance with said Act:

First--That RITTER & COMPANY, INC.
desiring to organize under the laws of the State of FLORIDA
with its principal office, as indicated in the Articles of
Incorporation, at City of Longwood, County of _____
Seminole State of Florida, has named Karen
A. Ritter located at 391 Wokiva Cove Road.

(Street address and number of building;
post office box address not acceptable)

City of Longwood, County of Seminole
State of Florida, as its agent to accept service of process in
the state.

ACKNOWLEDGEMENT: (MUST BE SIGNED BY DESIGNATED AGENT)

Having been named to accept service of process for the
above corporation, at place designated in this certificate, I
hereby accept to act in this capacity, and agree to comply with
the provision of said Act relative to keeping open said office.

By:

Karen A. Ritter
(Resident Agent)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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