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PROFESSIONAL
LEGAL & FINANCIAL SERVICE

1600026841

RECEIVED DATE: 03/20/96

COMPLAINT NUMBER:

CASE NUMBER: 96-000000

ORDER DATE: March 20, 1996

ORDER TYPE: 3436 PM

ORDER NO.: 00000000

ORDER NO. FILE: 00000000

ORDER NO.: 00000000
FILED 2/11/96

ORDER NO.: 00000000
FILED 2/11/96

COMPLAINT FILED

NAME: 1100000000

EFFECTIVE DATE:

3. CERTIFICATE OF INCORPORATION
4. CERTIFICATE OF LIMITED LIABILITY

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

- 2. CERTIFIED COPY
- 3. PLAIN STAMPED COPY
- 4. CERTIFICATE OF GOOD STANDING

CONTACT PERSON: CLINT FUERNBERG

COMPLAINTS FILED:

RECEIVED
MAR 25 1996
TALLAHASSEE, FLORIDA

FILED
96 MAR 25 AM 10:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
96 MAR 25 PM 4:13
DIVISION OF CORPORATION

T. BROWN MAR 27 1996

FILED
96 MAR 25 AM 10:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

The undersigned, acting as incorporators of a corporation under the Florida General Corporation Act, adopt the following Articles of Incorporation for such corporation:

1. The name of the corporation is **TEDCO, INC.**
2. The address of the corporation is 230 Vintage Circle, #104, Naples, FL 33999
3. The period of its duration is perpetual.
4. The purpose or purposes for which the corporation is organized are to engage in any activity or business permitted under the laws of the United States and the State of Florida.
5. The corporation shall have authority to issue seventy-five hundred shares, all of one class, one dollar par value.
6. The address of its initial registered office is 2590 Golden Gate Parkway, Suite 101, Naples, Florida, 33942 and the name of its initial registered agent at said address is Christian B. Felden.
7. The initial Board of Directors shall consist of three (2) members, who need not be residents of the State of Florida or shareholders of the corporation.
8. The names and addresses of the persons who shall serve as directors until the first annual meeting of shareholders, or until their successors shall have been elected and qualified, are as follows:

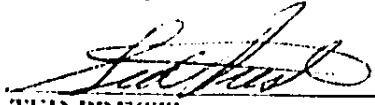
TED PRESTI, 230 Vintage Circle, #104, Naples, Florida 33999 and
MURRAY KRINSKY, 178 San Rafael, Naples, Florida 33999


9. The names and addresses of the initial incorporators are as follows:

TED PRESTI, 230 Vintage Circle, #104, Naples, Florida 33999
MURRAY KRINSKI, 178 San Rafael, Naples, Florida 33999

10. The shareholders shall have the power to adopt, amend, alter, change or repeal the Articles of Incorporation when proposed and approved at a stockholder's meeting, with not less than a majority vote of the common stock.
11. The holders of the common stock of this corporation shall have preemptive rights to purchase, at prices, terms and conditions as shall be fixed by the Board of Directors, such of the shares of the stock of this corporation as may be issued for money, or any property or services from time to time, in addition to that stock authorized and issued by the corporation. The preemptive right of any holder is determined by the ratio of the authorized and issued shares of common stock held by the holder and all shares of common stock currently authorized and issued.

IN WITNESS WHEREOF, the undersigned have made and subscribed of these Articles of Incorporation at Naples, Collier County, Florida on the 15 day of March, 1996.


TED PRESTI
Incorporator


MURRAY KRINSKY
Incorporator

STATE OF FLORIDA

COUNTY OF COLLIER

BEFORE ME, the undersigned authority personally appeared TED PRESTI, who is to me well known to be the person described in and who subscribed the above Articles of Incorporation, and he freely and voluntarily acknowledged before me according to law that he made and subscribed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and my official seal in the aforesaid State

and County, this _____ day of March, 1996.

FL D.L. # P623-802-40-201-0
Type of Identification Provided
or personally known

Nancy Proctor Castellano
NOTARY PUBLIC
Type Name:
My Commission Expires:

STATE OF FLORIDA

COUNTY OF COLLIER



NANCY PROCTOR CASTELLANO
MY COMMISSION # CC335808 EXPIRES
January 3, 1998
BONDED THRU TROY FARM INSURANCE, INC.

BEFORE ME, the undersigned authority personally appeared MURRAY KRINSKY, who is to me well known to be the person described in and who subscribed the above Articles of Incorporation, and he freely and voluntarily acknowledged before me according to law that he made and subscribed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and my official seal in the aforesaid State and County, this 15th day of March, 1996.

FL D.L. # K652-540-34-224-0
Type of Identification Provided
or personally known

Nancy Proctor Castellano
NOTARY PUBLIC
Type Name:
My Commission Expires:



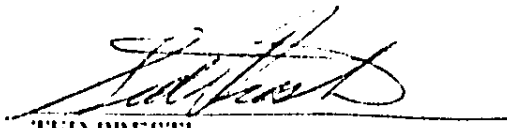
NANCY PROCTOR CASTELLANO
MY COMMISSION # CC335808 EXPIRES
January 3, 1998
BONDED THRU TROY FARM INSURANCE, INC.

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

FILED
96, MAR 25 AM 10:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In compliance with Section 48.091, Florida Statutes, the following is submitted:

That I, TED PRESTI, President of TEDCO, INC., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at the City of Naples, State of Florida, has named Christian B. Felden, 2590 Golden Gate Parkway, Suite 101, Naples, Florida, 33942, as its agent to accept Service of Process within Florida.


TED PRESTI
President

Having been named to accept Service of Process for the above stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all Statutes relative to the proper and complete performance of my duties.


CHRISTIAN B. FELDEN
Registered Agent

DATED this 19th day of March, 1996.