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ACCOUNT NO. : 072100000032

REFERENCE : 133111 81236A

AUTHORIZATION :

COST LIMIT : \$ PREPAID

ORDER DATE : October 25, 1996

ORDER TIME : 12:03 PM

ORDER NO. : 133111-005

CUSTOMER NO: 81236A

CUSTOMER: Debbie Sigafoose, Legal Asst
WARNER FOX SSEELEY & DUNGEY
ATTORNEYS, P.A.
1100 South Federal Highway
P. O. Drawer 6
Stuart, FL 34994

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-10/25/96--01063--032
****122.50 ****122.50

DOMESTIC FILING

NAME: TODD GARDNER, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Clint D. Fuhrman

EXAMINER'S INITIALS:

TALLAHASSEE, FLORIDA

96 OCT 25 PM 4:31

FILED

Dmc
10/25/96

96 OCT 25 PM 1:05

RECEIVED

DIVISION OF CORPORATIONS

ARTICLES OF INCORPORATION
OF
TODD GARDNER, INC.

FILED
96 OCT 25 PM 4:31
TALLAHASSEE, FLORIDA

ARTICLE I

NAME AND ADDRESS

The name of this corporation shall be:

TODD GARDNER, INC.

The corporation's mailing address shall be:

555 S.E. ST. LUCIE BOULEVARD

STUART, FLORIDA 34994

ARTICLE II

TERM OF EXISTENCE

This corporation shall exist perpetually.

ARTICLE III

PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE IV

CAPITAL STOCK

This corporation is authorized to issue 1,000 shares of \$1.00 par value common stock. This class of stock shall have unlimited voting rights and be entitled to receive the net assets of the corporation upon its dissolution.

ARTICLE V

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is:

1100 SOUTH FEDERAL HIGHWAY, STUART, FLORIDA 34994

The name of the initial registered agent of this corporation at that address is:

M. LANNING FOX

ARTICLE VI

DIRECTORS

This corporation shall have ONE (1) director initially. The number of directors may be either increased or diminished from time to time by the Bylaws but shall never be less than one. The names and addresses of the initial Directors of this corporation are:

TODD C. GARDNER
555 S.E. ST. LUCIE BOULEVARD
STUART, FLORIDA 34994

ARTICLE VII

INCORPORATOR

The name and address of the person signing these Articles are:

M. LANNING FOX
1100 SOUTH FEDERAL HIGHWAY
STUART, FLORIDA 34994

ARTICLE VIII

INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE IX

COMMENCEMENT OF CORPORATE EXISTENCE

Pursuant to Florida Statutes, Section 607.0203, this corporation's existence shall commence upon the filing of these Articles of Incorporation with the Department of State.

ARTICLE X

AMENDMENTS

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the shareholders and approved at a shareholders' meeting by at least a majority

of the stock entitled to vote, unless all of the directors and all of the shareholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 22nd day of October, 1996.

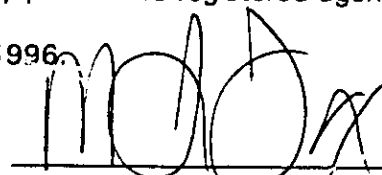

M. LANNING FOX

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96 OCT 25 PM 4:31
MILWAUKEE, WISCONSIN

ACCEPTANCE OF REGISTERED AGENT

Having been named as registered agent and to accept service of process for TODD GARDNER, INC., at the place designated in the foregoing Articles of Incorporation, I hereby accept the appointment as registered agent and agree to act in that capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Dated this 22nd day of October 1996.


M. Lanning Fox,
Registered Agent