

BENSON, MOYLE & CHAMBERS

ATTORNEYS AT LAW

A PARTNERSHIP OF PROFESSIONAL ASSOCIATIONS

NATIONSBANK TOWER

ONE FINANCIAL PLAZA SUITE 1600

FORT LAUDERDALE, FLORIDA 33304-1007

WILLIAM H. BENSON, P.A.
BERNARD T. MOYLE, P.A.
STEWART P. CHAMBERS, P.A.
MARK S. MUCCI

MICHAEL S. ELSTEIN
KAREN E. LOTERSTEIN
MARK J. LOTERSTEIN
HOPKINSON PLEV
LEE WEINSTEIN

BROWARD (954) 524-6600
DADE (305) 944-3311
PALM BEACH (407) 734-4655
FACSIMILE (954) 463-6063

November 1996

Department of State
Division of Corporations
P.O. Box 63
Tallahassee, Florida 32314

Re: Incorporation of Fisher Holdings, Inc.
Our File No. 95-240

000002002800-19
11/13/96-01097-016
*****70.00 *****70.00

Dear Secretary of State:

Please find enclosed the original and one copy of the Articles of Incorporation to be filed with your office along with our check in the amount of \$70.00 representing the filing fee regarding:

FISHER HOLDINGS, INC.

EFFECTIVE DATE
11-8-96

Please return a stamped copy of the Articles of Incorporation to our office via the enclosed envelope.

Thank you for your cooperation in this regard.

Very truly yours,

BENSON, MOYLE & CHAMBERS

Mark J. Loterstein

Mark J. Loterstein
For the Firm

MJL/laj
Enclosures

(Original + One Copy of Articles of Incorporation)
(Check #1112 for \$70.00)
(Self Addressed Stamped Envelope)

K:95-240\1108STAT.LTR

96 NOV 13 AM 10:53
FILED
DIVISION OF CORPORATIONS
STATE OF FLORIDA

11/18

**ARTICLES OF INCORPORATION
OF
FISHER HOLDINGS, INC.**

FILED
96 NOV 13 AM 10:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

ARTICLE I

The name of the corporation is FISHER HOLDINGS, INC. whose principal place of business is One Financial Plaza, Suite 1600, Ft. Lauderdale, Florida 33394-1697.

ARTICLE II

The period of duration of the corporation is perpetual.

ARTICLE III

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 of this State.

ARTICLE IV

The corporation shall have the authority to issue one thousand (1,000) shares, all of one class of Capital Stock, with a par value of \$1.00 per share.

ARTICLE V

The address of its initial registered office is BENSON, MOYLE & CHAMBERS, NationsBank Tower, One Financial Plaza, Suite 1600, Ft. Lauderdale, Florida 33394 and the name of its initial registered agent at said address is Bernard T. Moyle, Esquire.

EFFECTIVE DATE
11-8-96

ARTICLE VI

The number of directors constituting its initial Board of Directors is two (2), whose names and addresses are:

Louis B. Fisher, III
1599 SW 16th Street
Boca Raton, FL 33486

Mit. Fisher
1599 SW 16th Street
Boca Raton, FL 33486

ARTICLE VII

The name and address of the incorporator is:

Bernard T. Moyle, Esq.

Nationsbank Tower
One Financial Plaza
Suite 1600
Ft. Lauderdale, Fl. 33394

ARTICLE VIII

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 two-thirds vote of the common stock.

ARTICLE IX

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors.

ARTICLE X

The holders of the common stock of this corporation shall have preemptive right to purchase, at prices, terms, and conditions that shall be fixed by the Board of Directors, such of the shares of the stock of this corporation as may be issued for money (money or any property or services) from time to time, in addition to that stock authorized by the corporation. The preemptive right of any holder

is determined by the ratio of the authorized shares of common stock held by the holder to all shares of common stock currently authorized.

ARTICLE XI

The Corporation shall indemnify its directors, officers, employees, and agents to the fullest extent permitted by law.

ARTICLE XII

Pursuant to Section 607.0203 Florida Statute (1995), the effective date of the commencement of corporate existence is the 8th day of November, 1996, which is the date of subscription and acknowledgment of the Articles of Incorporation. Said Articles of Incorporation are to be filed within five days after such date.

IN WITNESS WHEREOF, THE UNDERSIGNED has made and subscribed of these Articles of Incorporation at Ft. Lauderdale, Florida, on the 9th day of November, 1996.


Bernard T. Moyle, Esquire

STATE OF FLORIDA
COUNTY OF BROWARD

BEFORE ME, the undersigned authority personally appeared Bernard T. Moyle who is to me well known to be the person described in and who subscribed to the above Articles of Incorporation, and he did freely and voluntarily acknowledge 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 at Ft. Lauderdale, in said County and State this 8th day of November, 1996.


Notary Public, State of Florida

Printed Name: Lisa Bisogno

My Commission Expires:



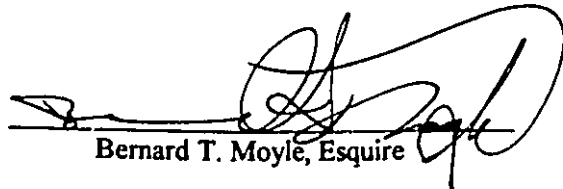
Lisa Bisogno
MY COMMISSION # CC496598 EXPIRES
September 19, 1999
BONDED THRU TROY FAIR INSURANCE, INC.

ACKNOWLEDGMENT OF REGISTERED AGENT

STATE OF FLORIDA

COUNTY OF BROWARD

BEFORE ME, the undersigned authority personally appeared Bernard T. Moyle who is to me well known to be the person described in and who is named as the Registered Agent in the above Articles of Incorporation, and he did freely and voluntarily acknowledge before me according to law that he has authorized said corporation to name him as its initial Registered Agent for the purposes mentioned and set forth in Article V. He did further agree to comply with the provisions of Section 607.0505 Florida Statute (1995) all statutes relating to the proper and complete performance of his duties, and he is familiar with and accepts the obligations of his position as Registered Agent.


Bernard T. Moyle, Esquire

IN WITNESS WHEREOF, I have hereunto set my hand and official seal at Fort Lauderdale,
in said County and State this 8TH day of November, 1996.


Notary Public, State of Florida

Printed Name: Lisa Bisogno

My Commission Expires:

K:\95-240\ARTICLES.CHI



Lisa Bisogno
MY COMMISSION # CC496588 EXPIRES
September 19, 1999
BONDED THRU TROY FARM INSURANCE, INC.

FILED
96 NOV 13 AM 10:53
SECRETARY OF STATE
TALLAHASSEE FLORIDA