

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870
Mailing Address: Post Office Box 10349, Tallahassee, FL 32302
TOLL FREE No. 1-800-342-8062
FAX (904) 222-1222

NAME _____

RM _____

DD _____

PHONE () _____

Service: Top Priority _____ Regular _____
One Day Service Two Day Service

To us via _____ Return via _____

Matter No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

Handwritten signature/initials

REQUEST TAKEN CONFIRMED APPROVED

DATE 4-2-97 _____

TIME 9:20 _____ CK No. _____

BY DR _____

WALK-IN
Will Pick Up _____

RE: Heinrich Fischer
Enterprises, Inc.

C.C. FEE.

DISBURSED

Capital Access™

Art. of Inc. File

Corp. Record Search

Ltd. Partnership File

Foreign Corp. File

() Corp. Copies

Art. of Amend. File

Dissolution/Withdrawal

C U S-

Fictitious Name File

Name Reservation

Annual Report/Reinstatement

Reg. Agent Service

Document Filing

Corporate Kit

Vehicle Search

Driving Record

Document Retrieval

UCC 1 or 3 File

UCC 11 Search

UCC 11 Retrieval

File No.'s, Copies

Courier Service

Shipping/Handling

Phone ()

Top Priority

Express Mail Prep.

FAX () pgs.

SUBTOTALS

FEE..... \$

DISBURSED..... \$

SURCHARGE..... \$

TAX on corporate supplies..... \$

SUBTOTAL..... \$

PREPAID..... \$

BALANCE DUE..... \$

Please remit invoice number with payment
TERMS: NET 10 DAYS FROM INVOICE DATE
1 1/2% per month on Past Due Amounts
Past 30 Days, 18% per Annum.

THANK YOU
from
Your Capital Connection

ARTICLES OF INCORPORATION
OF
HEINRICH-FISCHER ENTERPRISES, INC.

ARTICLE I
NAME OF CORPORATION

The name of the corporation shall be HEINRICH-FISCHER ENTERPRISES, INC. The principal place of business of the corporation shall be 1634 S.E. 47th Street, Suite #3, Cape Coral, Florida, 33904.

ARTICLE II
NATURE OF BUSINESS

The general nature of the business to be transacted by this corporation is to manufacture, purchase, or otherwise acquire, to own, mortgage, pledge, sell, assign, transfer or otherwise dispose of, and to invest in, trade in, deal in and with, goods, wares, merchandise, real and personal property, and services of every class, kind and description; except that it is not to conduct a banking, safe deposit, trust, insurance, surety association, mutual fire insurance association, cooperative association, fraternal benefit society, state fair or exposition.

In addition the corporation shall have power:

(1) to conduct business in, have one or more offices in, and buy, hold, mortgage, sell, convey, lease or otherwise dispose of real and personal property, including franchises, patents, copyrights, trademarks and licenses, in the State of Florida and in all other states and countries;

(2) to contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidences of indebtedness, and execute such mortgages, transfers of corporate property, or other instruments to secure the payment of corporate indebtedness as required;

(3) to purchase the corporate assets of any other corporation and engage in the same or other character of business;

(4) to guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of the shares of the capital stock of, or any bonds, securities, or other evidences of indebtedness created by any other corporation of the State of Florida or any other state or government, and while owner of such stock to exercise all the rights, powers and

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

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privileges of ownership, including the right to vote such stock; and

(5) to engage in any and all other activity or business whatever permitted under the laws of the United States and of the State of Florida.

ARTICLE III CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 100 shares of common stock of a par value of \$1.00 per share.

ARTICLE IV PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same class or series as that which is already issued, shall have the right to purchase a prorata share thereof at the price at which it is offered to others.

ARTICLE V PREEMPTIVE RIGHTS DENIED

No holder of any of the shares now or hereafter issued by the corporation shall be entitled as a matter of right to subscribe for or purchase any part of the unissued shares of the corporation of any class whatsoever or to subscribe for or purchase any additional shares, whether common, preferred, or of any other class, to be issued by reason of any increase in the authorized capital of the corporation, or to subscribe for or purchase any bonds, certificates of indebtedness, debentures, or other securities, convertible into shares of the corporation. Any and all such unissued shares and such additional authorized issue of new shares and such securities convertible into shares may be issued, allotted, and disposed of to such persons, firms, corporations, or associations and for such lawful consideration and upon such terms as the Board of Directors may deem advisable and for the best interests of the corporation.

ARTICLE VI TRANSFER OF SHARES

Any shareholder desiring to transfer his shares of stock in this corporation must first offer his shares to the corporation for the same price as being offered to any third party. The corporation shall have twenty (20) days to acknowledge acceptance

of said offer. If the corporation should decline to purchase said stock or fails to acknowledge acceptance within twenty days, then said shareholder shall offer his shares for sale to the remaining shareholders in a prorata basis and those shareholders shall have an additional twenty days to acknowledge acceptance of said offer.

ARTICLE VII
PROHIBITION OF TRANSFER OF SHARES

If a shareholder shall be indebted to the corporation, the directors may refuse to consent to a transfer of his shares until such indebtedness is paid, provided a copy of this Section or the substance thereof is written or printed upon the share certificates.

ARTICLE VIII
TERM OF EXISTENCE

This corporation is to exist perpetually, commencing on the date these Articles of Incorporation are filed with the Office of Secretary of State, State of Florida.

ARTICLE IX
REGISTERED OFFICE AND REGISTERED AGENT

The street address of the initial registered office of this corporation is 1714 Cape Coral Parkway, Cape Coral, Florida, 33904, and the initial registered agent of this corporation at that address is TY G. ROLAND, ESQ.

ARTICLE X
DIRECTORS

This corporation shall have two (2) directors initially. The number of directors may be increased or diminished from time to time, Bylaws adopted by the stockholders, but shall never be less than one or more than seven. The names and addresses of the initial directors of this corporation are:

<u>NAME</u>	<u>ADDRESS</u>
Peter S. Fischer	1634 S.E. 47th Street, Suite 3 Cape Coral, Florida 33904
Jutta F. Fischer	1634 S.E. 47th Street, Suite 3 Cape Coral, Florida 33904

ARTICLE XI
INCORPORATORS

The name and address of the incorporator of this corporation is:

<u>NAME</u>	<u>ADDRESS</u>
Peter S. Fischer	Suite 3 1634 S.E. 47th Street Cape Coral, FL 33904

ARTICLE XII
STOCKHOLDERS

The name and address of each stockholder of this corporation and the number of shares of stock each agrees to take are:

<u>NAME</u>	<u>ADDRESS</u>	<u>SHARES</u>
Peter S. Fischer	Suite 3 1634 S.E. 47th Street Cape Coral, FL 33904	Fifty (50)
Jutta F. Fischer	Suite 3 1634 S.E. 47th Street Cape Coral, FL 33904	Fifty (50)

ARTICLE XIII
OFFICERS

The officers of this corporation shall be a President, Peter S. Fischer, and a Vice-President, Peter S. Fischer, and such additional officers and agents as may be provided in the By-Laws or designated by the Board of Directors.

Directors shall be elected by the shareholders at their annual meeting which will be held at the registered office of the corporation or at such other place as may be provided by the By-Laws, or otherwise agreed upon, on the 1st day of December of each and every year, or at such other time as may be designated in the By-Laws, and the annual directors' meeting shall be held immediately after the adjournment of the annual shareholders' meeting, which shall include the election of officers by the Board of Directors.

ARTICLE XIV
AMENDMENT


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

ARTICLE XV
INDEMNIFICATION

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

ARTICLE XVI
COMPENSATION OF OFFICERS AND DIRECTORS

No salary or other compensation shall be paid to any director or officer of the corporation for services rendered as such director or officer unless and until the same shall have been approved in writing, or by affirmative vote taken at a duly held shareholders' meeting by the record holders of at least two thirds of the then outstanding capital shares of the corporation.

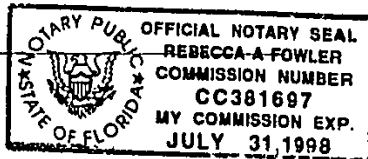


Peter S. Fischer, Incorporator

STATE OF FLORIDA)
) ss:
COUNTY OF LEE)

I HEREBY CERTIFY that on this 31st day of March, 1997,
before me, an officer duly qualified to take acknowledgments,
personally appeared PETER S. FISCHER, who is personally known to
me (or produced _____ as identification) and who did
(did not) take an oath, and who acknowledged the he executed the
foregoing.

Commission Expiration:



Rebecca A. Fowler
Notary Public
Name Printed:

ACKNOWLEDGMENT OF REGISTERED AGENT

Having been named to accept service of process for the above
stated 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.

Ty G. Roland
Ty G. ROLAND, Registered Agent

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