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TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY
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FAX #: (305)541-3770

NAME: INSPECTION SERVICES INC.

AUDIT NUMBER.....H97000008003

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

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H97000008003 ARTICLES OF INCORPORATION
OF
INSPECTION SERVICES INC.

The undersigned hereby adopts the following articles of incorporation for the purpose of forming a corporation under the laws of the State of Florida.

ARTICLE I - NAME

The name of this Corporation is INSPECTION SERVICES INC.

ARTICLE II - DURATION

This Corporation is to commence its corporate existence on the date of filing and shall exist perpetually thereafter until dissolved according to law.

ARTICLE III- PURPOSE

The general nature of the business and objects and purposes proposed to be transacted and carried on by this corporation are to do any an all of the things herein mentioned, as fully and to the same extent as natural persons might do, viz:

- (1) Transact any and all lawful business.
- (2) Said corporation shall further have powers:

To have perpetual succession by its corporate name;

To sue and be sued, complain, and defend in its corporate name in all actions or proceedings;

To have a corporate seal, which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed, affixed, or in any other manner reproduced;

To purchase, take, receive, lease, or otherwise acquire, own, hold,

PREPARED BY: Edward R. Nicklaus, Esquire
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2511 Ponce deLeon Blvd. #300
Coral Gables, FL 33134
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improve, use, and otherwise deal in and with real or personal property or any interest therein, wherever situated;

To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer, and otherwise dispose of all or any part of its property and assets;

To lend money to, and use its credit to assist, its officers and employees in accordance with Florida Statute 607.141;

To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligations of, other domestic or foreign corporations, associations, partnerships, or individuals, or direct or indirect obligations of the United States or of any other government, state, territory, governmental district, or municipality or of any instrumentality thereof;

To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises, and income;

To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security of the payment of funds so loaned or invested;

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To conduct its business, carry on its operations, and have offices and exercise the powers granted by this act within or without this state;

To elect or appoint officers and agents of the corporation and define their duties and fix their compensation.

To make and alter bylaws, not inconsistent with its articles of incorporation or with the laws of this state, for the administration;

To make donations for the public welfare or for charitable, scientific, or educational purposes;

To transact any and all lawful business which the board of directors shall find will be in aid of governmental policy;

To pay pensions and establish pensions plans, profit sharing plans, stock bonus plans, stock option plans, and other incentive plans for any or all of its directors, officers, and employees and for any or all of the directors, officers, and employees of its subsidiaries;

To be a promoter, incorporator, partner, member, associate, or manager of any corporation, partnership, joint venture, trust, or other enterprise;

To have and exercise all powers necessary or convenient to effect its purpose;

To indemnify any person who by reason of the fact that he is or was a director, officer, employee or agent of the corporation to the full extent as permitted by Florida Statute 607.014.

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ARTICLE IV- CAPITAL STOCK

The aggregate number of shares that this Corporation is authorized to issue and have outstanding at any one time is One Hundred (100) shares of Capital Stock having a par value of One (\$1.00) per share.

ARTICLE V- BOARD OF DIRECTORS

All corporate powers shall be exercised by and under the authority of, and the business and affairs of the Corporation shall be managed under the direction of the Board of Directors.

The Corporation shall have three directors initially. The number of directors may thereafter be increased or decreased from time to time in accordance with the by-laws of the Corporation, but shall never be less than one.

The name and street address of the initial Directors shall be

NAME

ADDRESS

Jay L. Fricker

5500 N.W. 2nd Avenue #323
Suite 323
Boca Raton, FL 33487

Nancy L. Fricker

5500 N.W. 2nd Avenue #323
Suite 323
Boca Raton, FL 33487

Harold S. Fry

2533 Farber Street S.E.
Magnolia, Ohio 44643

ARTICLE VI- INDEMNIFICATION

The Corporation shall indemnify any present or former officer or director, or person exercising powers and duties of a director to the full extent now or hereafter permitted by law.

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ARTICLE VII- INCORPORATOR

The name and address of the incorporator to these articles is:

NAME

ADDRESS

Edward R. Nicklaus, Esquire

NICKLAUS & WICKS, P.A.
Suite 300
2511 Ponce De Leon Blvd.
Coral Gables, Florida 33134

ARTICLE VIII- INITIAL REGISTERED OFFICE AND AGENT

The street address of the principal and registered office of the Corporation is 5500 N.W. 2nd. Avenue, Suite 323, Boca Raton, Florida 33487, and the name of the initial registered agent of the Corporation at that address is Jay L. Fricker.

ARTICLE IX - AMENDMENT

These Articles of Incorporation may be amended, altered, or appealed at any time, and from time to time, in the manner here now or hereafter prescribed by the applicable Florida Statute, as amended from time to time, and all rights conferred on a shareholder herein are granted subject to this reservation.

ARTICLE X- PRINCIPAL OFFICE OF MAILING ADDRESS

The initial street address of the principal office and the mailing address of this Corporation is 5500 N.W. 2nd Avenue, Suite 323, Boca Raton, Florida 33487. The Board of Directors may from time to time move the principal office to any other address in Florida.

ARTICLE XI- RESTRICTION ON TRANSFER OF STOCK

The shareholders may, by law, provision or by Shareholders' agreement recorded in the minute book of this Corporation, impose such restrictions on the sale, transfer, or encumbrance

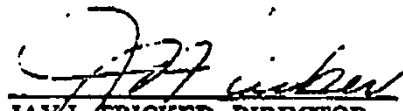
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**CERTIFICATE DESIGNATING PLACE OF BUSINESS
FOR THE SERVICE OF PROCESS WITHIN THE STATE OF FLORIDA IN
NAMING THE REGISTERED AGENT UPON WHOM PROCESS MAY BE SERVED**

In compliance with Section 48091 and Chapter 607 of the Florida Statute the following is submitted:


That Inspection Services Inc., designed to organize under the State of Florida with its principal place of business in Palm Beach County, Florida has named Jay L. Fricker, 5500 N.W. 2nd Avenue, Suite 323, Boca Raton, Florida 33487, as its Registered Agent to accept the service of process within the State of Florida.


JAY L. FRICKER, DIRECTOR


EDWARD R. NICKLAUS, ESQUIRE
INCORPORATOR

REGISTERED AGENT'S ACCEPTANCE

Having been named as Registered Agent to accept the service of process for Inspection Services Inc., at the registered office designated in this certificate, I hereby accept the appointment as Registered Agent, and familiar, and accept all duties and responsibilities of a Registered Agent, for Inspection Services Inc., a Florida corporation, in accordance with Florida Statute, Section 607.0501 and 607.0505.


JAY L. FRICKER, REGISTERED AGENT
5500 N.W. 2nd Avenue
Suite 323
Boca Raton, FL 33487

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of the stock of this Corporation as they may see fit.

IN WITNESS WHEREOF, the incorporator has executed these Articles this 15 day of
May 1997


EDWARD R. NICKLAUS, ESQUIRE

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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