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Bove & Associates
1717 Arch Street
3700 Bell Atlantic Tower
Philadelphia, PA 19103-2793

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 AUG 11 PH 1:16

Direct Dial (215) 994-5110

August 8, 1997

Department of State
Division of Corporations
P O Box 6327
Tallahassee, FL 32314

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-08/11/97--01012--011
****122.50 ****122.50

RE: Fritsch Enterprises, Inc.

Dear Sir/Madam:

Enclosed is an original and one copy of articles of incorporation for Fritsch Enterprises, Inc. Please provide a certified copy to this office. A check is enclosed for \$122.50.

Please call with any questions.

Very truly yours,

Richard J. Bove
Richard J. Bove

Enclosures:

4

D. BROWN AUG 12 1997

**CERTIFICATE OF INCORPORATION
OF
FRITSCH ENTERPRISES, INC.**

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The undersigned person does hereby form and establish a corporation under the provisions of the General Corporation Law of the State of Florida, and for that purpose does certify as follows:

Article I

The name of the corporation shall be:

FRITSCH ENTERPRISES, INC. (hereinafter "the corporation").
7882 Chick Evans Place, Sarasota, Florida 34246

Article II

The registered office of this corporation in the State of Florida is 7882 Chick Evans Place, Sarasota, Florida, 34246, and its Registered Agent is Robert B. Fritsch.

Article III

The purpose of the corporation is to invest in publicly traded securities and to engage in any lawful act or activity for which corporations may be organized under the general corporation law of Florida, and shall have perpetual existence.

Article IV

The aggregate number of shares which the corporation shall have authority to issue is 100 shares without par value.

Article V

The number of directors constituting the initial Board of Directors of this corporation is Two (2). The name and address of each person who is to serve as such Director is:

Robert B. Fritsch, 7882 Chick Evans Place, Sarasota, Florida, 34246
Richard J. Bove, 37th Floor, Bell Atlantic Tower, 1717 Arch Street,
Philadelphia, PA 19103-2793

Article VI

The name and address of the incorporator is: Richard J. Bove, 37th Floor, Bell Atlantic Tower, 1717 Arch Street, Philadelphia, Pa. 19103-2793.

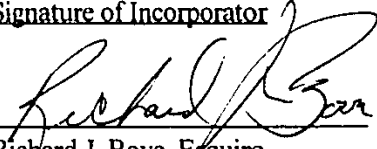
Article VII

The effective date of the corporation is the date of filing.

Article VIII

I, the undersigned, being the incorporator hereinabove named, for the purpose of forming a corporation pursuant to the General Corporation Law of the State of Florida, do make this certificate, acknowledging under the penalty of perjury, hereby declaring and certifying that this Instrument is my act and deed and the facts herein are true, and accordingly have hereunto set my hand this 8th day of August A.D., 1997

Signature of Incorporator



Richard J. Bove, Esquire

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

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PURSUANT TO THE PROVISIONS OF SECTION 617.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is:

FRITSCH ENTERPRISES, INC.
(must include suffix)

2. The name and address of the registered agent and office is:

ROBERT B. FRITSCH
(NAME)

7882 CHICK EVANS PLACE
(P. O. Box or Mail Drop Box **NOT** ACCEPTABLE)

SARASOTA, FL. 34246
(CITY/STATE/ZIP)

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

RB Fritsch
(SIGNATURE)

8-8-97
(DATE)