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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

August 14, 1997

FLORIDA DIVISION OF CORPORATIONS  
P.O. Box 6327  
Tallahassee, FL 32314

Re: Schulte Holding Company  
Articles of Incorporation

To Whom It May Concern :

Enclosed for filing in your usual manner are the Articles of Incorporation of the Schulte Holding Company, along with a check in the amount of \$70 to cover the filing fee.

If you have any questions or comments, please contact me at the address noted above.

Sincerely,

KERR, RUSSELL AND WEBER, P.L.C.

*Kirk L. Lavengood*  
Kirk L. Lavengood

KLL/bam  
Enclosures

*Kirk Lavengood*  
AUTHORIZATION BY PHONE TO  
CORRECT *add it acceptance*  
DATE *PH 8/22/97*  
U.S. DEPT. OF COMMERCE

ARTICLES OF INCORPORATION OF  
THE SCHULTE HOLDING COMPANY

FILED

97 AUG 21 AM 10:15  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

1. The name of the corporation is Schulte Holding Company (the "Corporation").
2. The physical address and the mailing address of the initial principal office of the Corporation is 25011 Penny Royal Drive, Bonita Springs, FL 33923.
3. The Corporation shall have the authority to issue 10,000 shares of common stock. For documentary stamp tax purposes only, the par value of the Corporation's common stock shall be \$.01 per share.
4. The name and address of the initial registered agent of the Corporation is Donn A. Schulte, 25011 Penny Royal Drive, Bonita Springs, FL 33923.
5. The name and address of the Incorporator is Donn A. Schulte, 25011 Penny Royal Drive, Bonita Springs, FL 33923.
6. The initial members of the Board of Directors are Donn A. Schulte and Sharon M. Schulte who shall serve until such time as their respective successors shall be duly appointed.
7. The Corporation shall, and does hereby, indemnify, to the fullest extent permitted or authorized under Florida law, each person who was or is a party, or is threatened to be made a party, or was or is a witness, to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative and any appeal therefrom, against all liability and cost, charges, and expenses (including attorneys' fees) asserted against him or incurred by him by reason of the fact that the person is or was (i) a director, or (ii) an officer, or (iii) an employee of the Corporation who is specifically granted the indemnification rights provided hereby by the Board of Directors.

I hereby accept the duties and responsibilities as registered agent.

Dated: August 6th, 1997



Donn A. Schulte, Incorporator / Registered Agent