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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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Secretary of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32301

Re:

Dear Sir:

Enclosed are the original and duplicate copy of the Articles of Incorporation of this proposed corporation.

The duplicate copy has been subscribed and acknowledged by the subscriber in the same manner as the original. Please endorse your approval of the Articles of Incorporation on the duplicate copy, certify and return it.

Also enclosed is a certificate designating place of business or domicile for service of process within this State, naming agent upon whom process may be served. A telephone check with your office on 7-30-97 at 11:56 indicated that the corporate name ROTHCHILD INVESTMENT FUND is not in use at this time.

A check is also enclosed in the amount of \$ to cover the \$ filing fee, the \$ fee for the certified copy of the Certificate of Incorporation, and \$ for designation of resident agent.

Best regards,

Dr. Ashley R. Rothchild  
Dr. Ashley Rothchild

AR  
Enclosures

DIVISION OF CORPORATIONS

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ARTICLE OF INCORPORATION

97 AUG 25 PM 4:03

OF

*Rothchild Investment Fund*

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned incorporator to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation for profit under the laws of the State of Florida.

ARTICLE I - NAME OF CORPORATION

The name of this corporation shall be ROTHCHILD INVESTMENT FUND Inc

ARTICLE II - DURATION

This corporation shall exist perpetually and shall be effective as of AUGUST 25 1997. This corporation shall exist perpetually, commencing as of the date of execution of these Articles of Incorporation.

ARTICLE III - PURPOSE

The general purposes for which the corporation is organized are:

1. To transact any lawful business for which corporations may be incorporated under the Florida Corporation Act; and.
2. To do such other things as are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing.

ARTICLE IV - CAPITAL STOCK

A. The maximum number of shares of capital stock that this corporation is authorized to issue and have outstanding at any one time is 10,000,000 shares of common stock having \$ par value, which may be fractional shares.

B. All or any portion of the capital stock may be issued in payment for real or personal property, services, or any other right or thing having a value, in the judgment of the board of directors, at least equivalent to the full value of the stock so to be issued as hereinabove set forth, and when so issued shall become and be fully paid and non-assessable, the same as though paid for in cash; and the directors shall be the sole judges of the value of any property, right or thing acquired in exchange for capital stock, and their judgment of such value shall be conclusive.

C. Notwithstanding the foregoing, the corporation shall have the right to increase its capital stock either with or without par value, and to provide in the event of such increase the designations, preferences, voting powers or restrictions, or qualification of voting powers, of such additional stock, in an amendment to its Certificate of Incorporation.

#### ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation shall be: 3116 E. Olive Ct., Kissimmee, Fla. 34746

The name of the initial registered agent of this corporation at that address shall be: DR. ASHLEY R. ROTHCHILD  
The principal address is the same.

#### ARTICLE VI - INITIAL OFFICERS

The name(s) and street address(es) of the initial officer(s) of the corporation, who shall hold office for the first year in existence of this corporation or until successor(s) are/is elected or appointed and has/have qualified.

:

Name	Street Address	Office
DR. ASHLEY ROTHCHILD	3116 EN CLAVE Ct Kissimmee, Fla	(Pres)
David M. Hawkins	3116 EN CLAVE Ct Kissimmee, Fla	(VP)
Gail Ellis Johnson	3805 O'BERRY Rd Kissimmee FLA	(Treas)
Joseph W. EGERER	3116 ENCLAVE Ct. Kiss. FL.	(Secy)

#### ARTICLE V I - INITIAL DIRECTOR-C

This corporation shall consist of Four (4) director(s) initially. The number of directors may be either increased or decreased from time to time by the Bylaws but shall never be less than one (1). The name(s) and street address(es) of the initial director(s) of the corporation, who shall hold office for the first year in existence of this corporation or until successor(s) are/is elected or appointed and have/has qualified.

Name	Street Address	Office
DR. ASHLEY R. ROTHCHILD	3116 EN CLAVE Ct, Kissimmee, Fla	34746 (Pres)
David M. Hawkins	3116 ENCLAVE Ct. Kissimmee, Fla	34746 (VP)
Gail Ellis Johnson	3805 O'BERRY Rd Kiss FLA	34746 (Treas)
Joseph W. EGERER	3116 ENCLAVE Ct. Kiss FLA	34746 (Secy)

#### ARTICLE VIII - INCORPORATOR

The following is the name and street address of the incorporator to these Articles of Incorporation:

Name	Street Address
DR. ASHLEY R. ROTHCHILD	3116 EN CLAVE Ct, Kissimmee, Fla 34746

#### ARTICLE IX - BYLAWS

The shareholders of this corporation shall have the sole power to establish, enact, alter or repeal bylaws for the management of

this corporation, and the duties of the officers of this corporation shall be prescribed by such bylaws.

**ARTICLE X - PREEMPTIVE RIGHTS**

Each shareholder of the corporation shall have the right, upon the sale (for cash or otherwise) of any new stock of the corporation or of any stock of the corporation held by it in its treasury or otherwise, whether or not said stock is of the same kind, class or series as that which he already holds, to purchase his pro rata or any other share of such stock at the same price at which it is offered to others.

**ARTICLE XI - AMENDMENT**

These Articles of Incorporation may be amended in the manner provided by law.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this  
25 day of August, 1997

*NO. [Signature] R. F. [Signature]* (SEAL)  
Incorporator

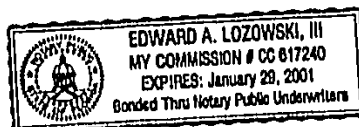
STATE OF FLORIDA  
COUNTY OF

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized to take acknowledgments in the State and County aforesaid, personally appeared, to me known to be the person described as the incorporator in and who executed the foregoing Articles of Incorporation, and acknowledged before me that said person subscribed to those Articles of Incorporation.

WITNESS by my hand and official seal in the County and State last aforesaid this 25 day of August, 1997.

(Notarial Seal)

Notary Public, State of Florida  
*[Signature]*  
Printed Name: ED LOZOWSKI  
My Commission Expires:



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CERTIFICATE DESIGNATING PLACE OF REGISTERED OFFICE  
FOR SERVICE OF PROCESS WITHIN THIS STATE. AUG 25 PM 4:03  
NAMING REGISTERED AGENT UPON WHOM  
PROCESS MAY BE SERVED

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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PURSUANT to Chapter 8.091, Florida Statutes, the following is  
submitted in compliance with said Act:

THAT, ROTHCHILD INVESTMENT FUND <sup>INC</sup>, desiring to organize under  
the laws of the State of Florida, with its principal office as  
indicated in the Articles of Incorporation in the City of  
KISSIMMEE County of OSCEOLA, State of Florida, has named its  
Registered Agent, DR. ASHLEY R. ROTHCHILD <sup>3116 Enclosure Ct.</sup> in  
the City of KISSIMMEE, County of OSCEOLA, State of Florida, to  
accept service of process within this State.

## ACKNOWLEDGMENT

Having been named to accept service of process for the above  
stated corporation, at the place designated in this Certificate, I  
hereby accept to act in this capacity and agree to comply with the  
provisions of said Act relative to keeping open said office.

Dr. Ashley R. Rothchild