

TREISER, KOBZA & VOLPE, CHTD.

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* Also admitted in Michigan
* Also admitted in New
York

† Board Certified
Tax Attorney

October 7, 1997

Attorneys Title Insurance Fund
Attn: Order Department
660 Jefferson Street, Suite 200
Tallahassee, Florida 32301

Re: Gas Guard, Inc.
Our File Number: 3509.001
Member Number: 5004

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-10/10/97--01003--006
****122.50 ****122.50

Dear Sir or Madam:

Enclosed you will find an original and one (1) copy of the Articles of Incorporation for Gas Guard, Inc. together with our law firm's check in the sum of \$122.50 representing the filing fee due the Secretary of State. Please deliver these Articles to the Secretary of State for filing as soon as possible.

Kindly return to my attention a certified copy of said Articles of Incorporation.

If you have any questions regarding this matter, please feel free to contact me. Thank you for your assistance and cooperation.

I understand you will bill our office for your handling fee.

Very truly yours,

TREISER, KOBZA & VOLPE, CHTD.

Leslie L. Browning
Leslie L. Browning
Paralegal
For The Firm

Enclosures

97 OCT 10 PM 12:28
97 OCT 10 AM 9:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
FILED

ARTICLES OF INCORPORATION
OF
GAS GUARD, INC.

FILED
97 OCT 10 PM 12:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as the sole Incorporator of a Corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such Corporation:

ARTICLE I

NAME AND ADDRESS

The name of the Corporation is GAS GUARD, INC. The address of the Corporation is 801 Twelfth Avenue South, Suite 500, Naples, Florida 34102.

ARTICLE II

DURATION

This Corporation shall commence its existence on the date of filing of these Articles of Incorporation and shall exist perpetually thereafter unless sooner dissolved according to law.

ARTICLE III

PURPOSE

The purpose of the Corporation is to engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV

SHARES

The Corporation shall have the authority to issue Seven Thousand Five Hundred (7,500) shares of common stock, all of one class, with a par value of One Dollar (\$1.00) per share.

ARTICLE V

PRE-EMPTIVE RIGHTS

There shall be no pre-emptive rights for any shareholder.

ARTICLE VI
INCORPORATOR

The name and address of the sole Incorporator is Michael J. Kehl, 801 Twelfth Avenue South, Suite 500, Naples, Florida 34102.

ARTICLE VII
BY-LAWS

The first By-Laws of the Corporation shall be adopted by the Board of Directors and may be altered, amended or rescinded by the Board of Directors or the Shareholders in the manner provided in the By-Laws.

ARTICLE VIII
BOARD OF DIRECTORS

The business and the affairs of this Corporation shall be managed by a Board of Directors, which shall be elected by the Shareholders and serve as provided in the By-Laws. The number and term of the Directors shall be established from time to time according to the procedure provided in the By-Laws. The Corporation shall have one (1) Director initially, and the name and address of such initial Director is as follows:

Mr. Michael J. Kehl
801 Twelfth Avenue South
Suite 500
Naples, Florida 34102

ARTICLE IX
CONTRACTS WITH DIRECTORS

No contract or other transaction between this Corporation and any other Corporation, and no act of this Corporation, shall in any way be affected or invalidated by the fact that any of the Directors of this Corporation are pecuniarily or otherwise interested in, or are Directors or Officers of, such other Corporation. Any Director individually, or any firm of which any Director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of this Corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof, and any Director of this Corporation who is also a Director or an Officer of such other corporation, or who is so interested, may not be counted in determining the existence of a quorum and may not participate in or vote at any meeting of the Board of Directors of this Corporation which shall authorize any such contract or transaction.

ARTICLE X

SHAREHOLDERS' PROPERTY

The private property of the Shareholders shall not be subject to payment of the corporate debts to any extent.

ARTICLE XI

INDEMNIFICATION

The Corporation shall indemnify and insure its Officers and Directors to the fullest extent permitted by law either now or hereafter.

ARTICLE XII

REGISTERED AGENT AND OFFICE

The registered agent of the Corporation is Mr. Michael J. Kehl, 801 Twelfth Avenue South, Suite 500, Naples, Florida 34102.

Sept IN WITNESS WHEREOF, the Incorporator has affixed his signature on the 15th day of August, 1997.

Stanley Lieberfarb
James L. Downing

Michael J. Kehl
Michael J. Kehl

STATE OF FLORIDA

COUNTY OF COLLIER

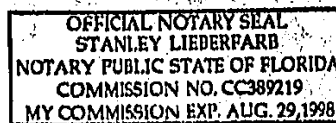
The foregoing instrument was acknowledged before me this 15 day of Sept, 1997, by **MICHAEL J. KEHL**, who is personally known to me (or has produced _____ as identification) and did take an oath.

Stanley Lieberfarb
Notary Public

Typed, Printed or Stamped Name

Commission No: _____

My Commission Expires: _____
My Commission No. is: _____



ACCEPTANCE BY REGISTERED AGENT

Having been designated in the foregoing Articles of Incorporation as the Registered Agent of the above-named Corporation to accept service of process for said Corporation, at the place designated as the Registered Office, I hereby accept such designation and agree to act in such capacity and to comply with the provisions of the Florida General Corporation law in all other respects.

Dated this 15 day of ^{Sept.}~~August~~, 1997.


Michael J. Kehl

\\Clients\Transactions\Kehl, Michael- 3059.001\Qas Guard, Inc\Articles of Incorporation

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