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KIESEL, HUGHES & JOHNSTON

ATTORNEYS AT LAW

2121 MCGREGOR BOULEVARD, FORT MYERS, FLORIDA 33901

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RICHARD JOHNSTON, JR. (941) 337-3900
THOMAS F. KIESEL (941) 334-1800

REPLY TO: POST OFFICE DRAWER 1000
FORT MYERS, FLORIDA 33902
FACSIMILE (941) 337-7968

October 15, 1997

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

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-10/17/97--01046--008
****122.50 ****122.50

Re: Fischer & Solek, Inc.

In regard to the above-referenced corporation, you will please find enclosed the following:

1. original and one copy of Articles of Incorporation,
2. my check in the amount of \$122.50, to cover the following:

Filing Fee:	\$35.00
Registered Agent:	35.00
Certified Copy:	<u>52.50</u>

TOTAL AMOUNT: \$122.50

Please file these Articles of Incorporation and forward a certified copy to the undersigned at your earliest convenience. Thank you for your assistance.

Very truly yours,



Thomas F. Kiesel

TFK/la

Enclosures: as stated

cc: Thomas E. Fischer
Cheryl L. Fischer
Edwin Solek

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SECTION OF STATE
DIVISION OF CORPORATIONS

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ARTICLES OF INCORPORATION
OF
FISCHER & SOLEK, INC.

FILED STATE
SECRETARY OF CORPORATIONS
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ARTICLE I

Name

The name of this corporation is FISCHER & SOLEK, INC., and its address is 13440 Palm Beach Boulevard, Fort Myers, Florida 33905.

ARTICLE II

Purpose

This corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE III

Capital Stock

This corporation is authorized to issue 2,000 shares of Ten Dollar (\$10.00) par value common stock.

ARTICLE IV

Preemptive Rights

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE V

Initial Registered Office and Agent

The street address of the initial registered office of this corporation is 13440 Palm Beach Boulevard, Fort Myers, Florida 33905, and the name of the initial registered agent of this

corporation at that address is CHERYL L. FISCHER.

ARTICLE VI

Initial Board of Directors

This corporation shall have three (3) director(s) initially. The number of directors may be either increased or diminished from time to time by the by-laws but shall never be less than one. The name and addresses of the initial director of this corporation who shall hold office, unless otherwise provided in the duly adopted bylaws of this corporation, for the first year of existence of the corporation or until their successors are elected and qualified, are as follows:

NAME	ADDRESS
Thomas E. Fischer	4240 Ellis Road Fort Myers, FL 33905
Cheryl L. Fischer	4240 Ellis Road Fort Myers, FL 33905
Edwin Solek	1401 El Dorado Parkway West Cape Coral, FL 33914

ARTICLE VII

Initial Officers

The name and post office address of the President, Vice-President, and Secretary-Treasurer who shall hold office for the first year of existence of the corporation, or until their successors are elected pursuant to the corporate by-laws, are as follows:

NAME	ADDRESS	OFFICE
Thomas E. Fischer	4240 Ellis Road Fort Myers, FL 33905	President
Edwin Solek	1401 El Dorado Parkway W. Cape Coral, FL 33914	Vice- President
Cheryl L. Fischer	4240 Ellis Road Fort Myers, FL 33905	Secretary/ Treasurer

ARTICLE VIII

Incorporator

The name(s) and address(es) of the person(s) signing these Articles as subscriber(s) to the corporation, together with the number of shares each agrees to take, are as follows:

NAME	ADDRESS	NO. OF SHARES
Thomas E. Fischer	4240 Ellis Road Fort Myers, FL 33905	300
Cheryl L. Fischer	4240 Ellis Road Fort Myers, FL 33905	300
Edwin Solek	1401 El Dorado Pkwy. W. Cape Coral, FL 33914	400

ARTICLE IX

By-Laws

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors and the shareholders.

ARTICLE X

Meeting by Conference Telephone

Members of the Board of Directors may participate in special meetings of the Board of Directors by means of conference telephone as provided by law, but regular meetings of the Board of Directors

must be attended in fact in person by each member.

ARTICLE XI

Indemnification

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE XII

Compensation

The directors and all other officers of this corporation shall serve without compensation, unless expressly otherwise provided by unanimous vote of the Board of Directors.

ARTICLE XIII

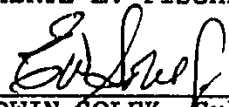
Amendment

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber have executed these Articles of Incorporation this 15th day of October, 1997.


THOMAS E. FISCHER, Subscriber


CHERYL L. FISCHER, Subscriber


EDWIN SOLEK, Subscriber

STATE OF FLORIDA
COUNTY OF LEE

Execution of the foregoing instrument was acknowledged before me this 15th day of October, 1997, by THOMAS E. FISCHER and CHERYL L. FISCHER, who are (XX) personally known to me or who has () produced _____ as identification and who (XX) did or () did not take an oath.

Signature of Notary Public *Linda J. Antonaccio*
Type/Print Name of Notary Linda J. Antonaccio
Commission Number CC 657639
Commission Exp. Date August 18, 2001



LINDA J. ANTONACCIO
COMMISSION # CC 657639
EXPIRES AUG 18, 2001
BONDED THRU
ATLANTIC BONDING CO., INC.

STATE OF FLORIDA
COUNTY OF LEE

Execution of the foregoing instrument was acknowledged before me this 15th day of October, 1997, by EDWIN SOLEK, who (X) is personally known to me or who () has produced _____ as identification and who (X) or () did not take an oath. did

Signature of Notary Public *Linda J. Antonaccio*
Type/Print Name of Notary Linda J. Antonaccio
Commission Number CC 657639
Commission Exp. Date August 18, 2001



LINDA J. ANTONACCIO
COMMISSION # CC 657639
EXPIRES AUG 18, 2001
BONDED THRU
ATLANTIC BONDING CO., INC.

ACKNOWLEDGMENT OF REGISTERED AND RESIDENT AGENT

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

Cheryl L. Fischer
CHERYL L. FISCHER, Registered Agent

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