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December 5, 1997

FLORIDA DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
Post Office Box 6327
TALLAHASSEE, FLORIDA 32314

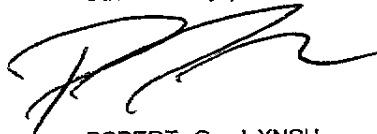
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****122.50 ****122.50

RE: LYNCH INDUSTRIES, INC.
ARTICLES OF INCORPORATION

Please find enclosed a check in the amount of \$122.50 for filing fees, registered agent fee, and certified copy of Articles of Incorporation for the above-referenced Florida Corporation. Also enclosed are original of Articles of Incorporation for LYNCH INDUSTRIES, INC., a Florida Corporation.

Please advise when the Articles have been filed.

Sincerely,



ROBERT G. LYNCH
Incorporator

WESTSHORE ACCOUNTING, INC.
JOHN R. THEIS CPA
2651 MAPLEOFT LANE
SARASOTA, FL 34232

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T411-12/22/97

ARTICLES OF INCORPORATION

OF

LYNCH INDUSTRIES, INC.

ARTICLE I - NAME

The name of the Corporation shall be LYNCH INDUSTRIES, INC., a Florida Corporation.

ARTICLE II - PURPOSE

This Corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE III - POWERS

This Corporation shall have all of the powers enumerated in the "Florida General Corporation Act", (Chapter 607, Florida Statutes).

ARTICLE IV - CAPITAL STOCK

This Corporation is authorized to issue 1,000 shares of voting common stock (one thousand shares), with a par value of \$1.00 (one dollar) per share.

ARTICLE V - PREEMPTIVE RIGHTS

The holders of the common stock of the Corporation shall have the preemptive right to purchase upon such price, terms and conditions as shall be afixed by the Board of Directors, such of the shares of the common stock of the Corporation as may be issued from time to time over and above the issue of the first 100 shares of the common stock of the Corporation which have never previously been sold or issued. Such preemptive right shall apply to such shares whether such additional shares constitute a part of the shares presently or subsequently authorized or constitute shares held in the treasury of the Corporation and shall be exercised in the respective ratio with the number of shares held by each stockholder at the time of such issue bears to the total number of shares outstanding in the names of all stockholders at such time.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is;

2605 NASSAU STREET
SARASOTA, FLORIDA 34231

and the name of the initial registered agent of this Corporation at that address is

ROBERT G. LYNCH

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION

LYNCH INDUSTRIES, INC.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This Corporation shall have two directors 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. The name of the initial directors of this Corporation are:

ROBERT B. LYNCH
PAMELA J. LYNCH

ARTICLE VIII - INCORPORATOR

The name and address of the incorporator of this Corporation is

ROBERT G. LYNCH
2605 NASSAU STREET
SARASOTA, FLORIDA 34231

ARTICLE IX - CORPORATION'S PRINCIPAL OFFICE

The principal office of this corporation will be as follows:

2605 NASSAU STREET
SARASOTA, FLORIDA 34231

ARTICLE X - AMENDMENT

This Corporation reserves the right to amend or repeal any provisions contained in the Articles of Incorporation, or any amendment to them, and any right conferred upon the shareholders is subject to this reservation.

ARTICLES OF INCORPORATION

LYNCH INDUSTRIES, INC.

ARTICLE XI - OFFICERS

The initial officers of this Corporation are as follows:

PRESIDENT	ROBERT B. LYNCH
TREASURER	PAMELA J. LYNCH
VICE-PRESIDENT	PAMELA J. LYNCH
SECRETARY	PAMELA J. LYNCH

ARTICLE XII - CORPORATE EXISTENCE

The Corporation will begin existence on December 22, 1997 and continue until dissolved as provided by law.

THE UNDERSIGNED INCORPORATOR HAS EXECUTED THESE ARTICLES
OF INCORPORATION ON THIS 17 DAY OF DECEMBER, 1997.



ROBERT G. LYNCH
INCORPORATOR

STATE OF FLORIDA)
COUNTY OF SARASOTA)

In my presence on December 17, 1997 appeared ROBERT G. LYNCH, known to be the person described as the Incorporator, who executed the foregoing Articles of Incorporation, and said person did acknowledge subscribing to the same.



NOTARY PUBLIC

Driver's license provided for
identification.

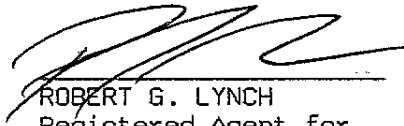


ACCEPTANCE OF APPOINTMENT

AS REGISTERED AGENT FOR
~~LYNCH~~ INDUSTRIES, INC.

Having been named to accept service of process for the above-named Corporation, at the place designated in the Corporation's Articles of Incorporation, I hereby acknowledge and accept the appointment and agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

DATED: DECEMBER 5, 1997


ROBERT G. LYNCH
Registered Agent for
LYNCH INDUSTRIES, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA