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P980000001964

December 30, 1997
VIA FEDERAL EXPRESS

Florida Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32301

Re: Schmutz, Inc.

700002330507--1
-01/06/98--01022--001
****122.50 ****122.50

Dear Sir:

Enclosed for filing are the Articles of Incorporation of the above-captioned corporation. Also enclosed is a check in the amount of \$122.50, payable to the Florida Secretary of State, to cover the required filing fees.

Please return a certified copy of the Articles to me in the enclosed self-addressed envelope.

Very truly yours,


Craig Z. Sherar

Enclosures
CZS/jas:18977

FILED
98 JAN -6 PM 2:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

EFFECTIVE DATE

01-01-98

QW 1-8-98

ARTICLES OF INCORPORATION

OF

Schmutz, Inc.

ARTICLE I - NAME

The name of this Corporation is Schmutz, Inc. The mailing address is: 9050 N.W. Gainesville Road, Ocala, Florida 34482.

ARTICLE II - DURATION

EFFECTIVE DATE

01-01-98

The Corporation shall have a perpetual existence. The Corporation shall commence existence on January 1, 1998.

ARTICLE III - PURPOSE

The purpose of this corporation is to engage in any activities or business permitted under the Laws of the United States and Florida.

ARTICLE IV - CAPITAL STOCK

The maximum number of shares which this Corporation is authorized to have outstanding at any time is 1,000 shares of common stock having a par value of \$.10 per share.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The initial registered office of this corporation shall be 3250 Mary Street, Suite 202, Coconut Grove, Florida 33133, and the initial registered agent of this Corporation at such office shall be Craig Z. Sherar, Esq. who upon accepting this designation agrees to comply with the provisions of Section 48.091, Florida Statutes as amended from time to time, with respect to keeping an office open for service of process.

FILED
98 JAN -6 PM 2:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE VI - INITIAL BOARD OF DIRECTORS

The initial Board of Directors shall consist of one (1) member. The number of directors may be increased or decreased from time to time by vote of the Board of Directors, but in no case shall the number of directors be less than one nor more than 15. The name and address of the director constituting the initial Board of Directors is:

<u>Name</u>	<u>Address</u>
Astrid Kluck	9050 N.W. Gainesville Road, Ocala, Florida 34482

ARTICLE VII - INCORPORATOR

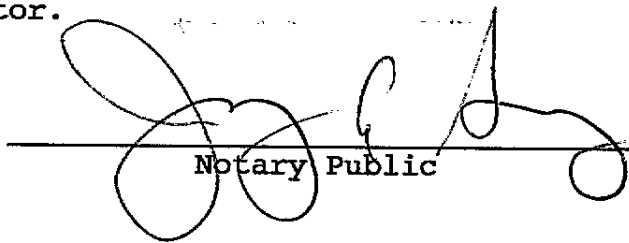
The name and street address of the person signing these Articles of Incorporation is:

<u>Name</u>	<u>Address</u>
Craig Z. Sherar, Esquire	3250 Mary Street, #202 Coconut Grove, Florida 33133


Craig Z. Sherar, Esq.
Incorporator

STATE OF FLORIDA)
) SS:
COUNTY OF DADE)

The foregoing Articles of Incorporation of Schmutz, Inc. acknowledged before me this 31st day of December, 1997 by Craig Sherar as Incorporator.



Notary Public

My Commission Expires:



JODY A SAENZ
My Commission CC455191
Expires Apr. 25, 1999
Bonded by HAI
800-422-1553

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for Schmutz, Inc. at the place designated in the Articles of Incorporation, I hereby agree to act in this capacity, and agree to comply with the provisions of Section 48.091, Florida Statutes, relative to keeping open such office.

Dated: 12-31, 1997



Craig Z. Shepar, Esq.

FILED
98 JAN -6 PM 2:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

EFFECTIVE DATE

01-01-98