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April 21, 1998

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Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

Re: Haisman Investment Advisers, Inc.

Gentlemen:

Enclosed please find the original and one copy of the Articles of Incorporation for the referenced corporation for filing with your office together with our check in the amount of \$122.50

Please accept the original of these Articles for filing, file them and return the copy to us with an indication on it of your office that the original has been filed and the date and time of filing. Then please return them to us in the enclosed envelope.

Thank you very much for your kind attention to the foregoing.

Very truly yours,

James G. Decker

JGD:jm
Enclosures

c/c Ms. Donald L. Haisman

FILED
98 APR 27 PM 11:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

HAISMAN INVESTMENT ADVISERS, INC.

FILED

98 APR 27 PM11:58

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In compliance with the requirements of F.S. Chapter 607, the undersigned, being a natural person, does hereby act as incorporator in adopting and filing the following Articles of Incorporation for the purpose of organizing a business corporation.

ARTICLE I

The name of the corporation ("Corporation") is HAISMAN INVESTMENT ADVISERS, INC.

ARTICLE II

The address of the principal office of the Corporation is 5352 Chippendale Circle, Fort Myers, Florida, 33919.

ARTICLE III

The maximum number of shares this Corporation is authorized to issue is 10,000, all of which shall be Common Shares.

ARTICLE IV

The initial street address of the Corporation's registered office is 5352 Chippendale Circle, Fort Myers, Florida, 33919. The initial registered agent for the Corporation at that address is Donald L. Haisman.

ARTICLE V

The initial board of directors shall consist of one member. The name and address of the member of the first board of directors is Donald L. Haisman, 5352 Chippendale Circle, Fort Myers, Florida, 33919.


ARTICLE VI

The name and street address of the person signing these Articles of Incorporation is Donald L. Haisman, 5352 Chippendale Circle, Fort Myers, Florida, 33919.

ARTICLE VII

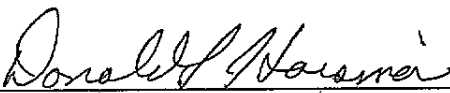
The corporation shall indemnify its directors and officers to the fullest extent permitted by law.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 22 day of April, 1998.


Donald L. Haisman

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for HAISMAN INVESTMENT ADVISERS, INC., at the place designated in the Articles of Incorporation, the undersigned is familiar with and accepts the obligations of that position pursuant to F.S. 607.0501(3).


Donald L. Haisman
Date: April 22, 1998