

P98000050902

BATSEL, MCKINLEY, ITTERSAGEN, GUNDERSON & BERNISSON, P.A.
ATTORNEYS AT LAW

FILED

98 JUN -5 AM 10:22

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

C. GUY BATSEL
MICHAEL R. MCKINLEY
SCOTT D. ITTERSAGEN
MIKO P. GUNDERSON
ROBERT H. BERNISSON
ROBERT F. KOCH
JERRY S. PAUL

1861 PLACIDA ROAD, SUITE 204
ENGLEWOOD, FLORIDA 34223
(941) 474-7713
TELEFAX (941) 474-8276

18401 MURDOCK CIRCLE
PORT CHARLOTTE, FLORIDA 33948
(941) 627-1000
TELEFAX (941) 255-0684

Reply To:

Englewood

June 4, 1998

Return to
P/O F&S

VIA U.P.S. NEXT DAY AIR

Attorneys' Title Insurance Fund, Inc.
Suite 200
660 E. Jefferson Street
Tallahassee, Florida 32301

RUSH
Attn: Barbara

Re: Incorporation of Duff Stephan Investment Group, Inc.

Dear Sir/Madam:

Enclosed please find the original and an executed copy of the Articles of Incorporation of the above-referenced corporation, Designation of Registered Agent and Registered Office, and a check in the sum of \$70.00 for the filing fee. It is my understanding that you will bill this office the \$15.00 charge for filing the Articles of Incorporation.

I would appreciate you returning to this office the Certificate of Incorporation, copy of Articles and receipt as soon as possible.

If you have any questions, please feel free to call me.

Very truly yours,

Miko P. Gunderson
Miko P. Gunderson

MPG:dls

Enclosures

51548L04

P. Hall

JUN - 8 1998

Dictated By Miko P. Gunderson
And signed in his absence
by his secretary.

900002549829--5
-06/05/98-01099-030
*****70.00 *****70.00

06/08/98 MON 09:39 FAX 1 841 474 8276

BATSSEL MCKINLEY ENG

JUN 08 '98 09:37 BATSSEL MCKINLEY ATTY

DU, 4010 P. 010

0002

BATSSEL, MCKINLEY, ITTERSAGEN, GUNDERSON & BERTSSON, P.A.
ATTORNEYS AT LAW1001 PLACIDA ROAD, SUITE 204
ENGLISHTOWN, FLORIDA 34823
(941) 474-7713
TELEFAX (941) 474-82761001 MURDOCK CIRCLE
PORT CHARLOTTE, FLORIDA 33618
(941) 837-1000
TELEFAX (941) 235-0684C. GUY MADEL
MICHAEL R. MCKINLEY
SCOTT D. ITTERSAGEN
MIKO P. GUNDERSON
ROBERT M. BERTSSON
ROBERT F. MOCH
JERRY S. PAUL

Atty To:

Port Charlotte

June 8, 1998

VIA TELECOPY & U.S. MAILAttorneys' Title Insurance Fund, Inc.
Suite 200
660 E. Jefferson Street
Tallahassee, Florida 32301

Attention: Barbara Keys

Re: Incorporation of Duff Stephan Investment Group, Inc.

Dear Barbara:

In accordance with your conversation with Miko P. Gunderson's secretary, Donna, please be advised that Batsel, McKinley, Ittersagen, Gunderson & Bertsson, P.A. represents the individuals comprising Duff Stephan Investment Group, Inc. Upon advice from myself and Miko P. Gunderson, our clients decided to incorporate a new corporation rather than proceed with the name change of Envirobuild by Stephan, Inc. to Duff Stephan Investment Group, Inc. We contacted the name change amendment section after this decision was made and were advised that because the amendment was rejected, there would be no "reserving" on that name to prevent us from incorporating a new corporation under that name. It is imperative that the corporation be filed without delay.

Please feel free to contact either myself or Miko P. Gunderson should you require any additional information or further clarification.

Very truly yours,


JERRY PAULBATSSEL, MCKINLEY, ITTERSAGEN,
GUNDERSON & BERTSSON, P.A.JSP/dls
51598102

FILED

ARTICLES OF INCORPORATION

98 JUN -5 AM 10: 22

OF

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DUFF STEPHAN INVESTMENT GROUP, INC.

The undersigned subscribers to these Articles of Incorporation, natural persons competent to contract, hereby form a corporation under the laws of the State of Florida.

ARTICLE 1. - NAME AND ADDRESS

The name of this corporation is DUFF STEPHAN INVESTMENT GROUP, INC., a Florida corporation, and the principal office is located at 8252 Wiltshire Boulevard, Port Charlotte, Florida 33981.

ARTICLE 2. - DURATION OF CORPORATION EXISTENCE

This corporation shall exist perpetually.

ARTICLE 3. - PURPOSES

The general purposes for which this corporation is organized include the transaction of any or all lawful business for which corporations may be incorporated under the provisions of Chapter 607, Florida Statutes, as the same now exists or as it may hereafter be changed.

ARTICLE 4. - CAPITAL STOCK

The aggregate number of shares of stock this corporation is authorized to have outstanding at any time is 500 shares of common stock having a par value of \$1.00 per share. There shall be no other type or class of stock.

ARTICLE 5. - ADDRESS AND RESIDENT AGENT

The street address of the initial registered office of this corporation shall be c/o Batsel, McKinley, Ittersagen, Gunderson & Berntsson, P.A., 1861 Placida Road, Suite 204, Englewood, Florida 34223. The name of the initial registered agent at such address is Miko P. Gunderson.

ARTICLE 6. - DIRECTORS

This corporation shall have two (2) directors initially. The number of directors may be increased or decreased from time to time by bylaws adopted by the shareholders, but shall never be less than one nor more than five.

ARTICLE 7. - INITIAL DIRECTORS

The name and post office address of the initial directors are:

James T. Duff

8252 Wiltshire Boulevard
Port Charlotte, FL 33981

Charles P. Stephan

6338 Shalimar Drive
Port Charlotte, FL 33981

ARTICLE 8. - INCORPORATOR

The name and post office address of the incorporator of this corporation is:

Miko P. Gunderson

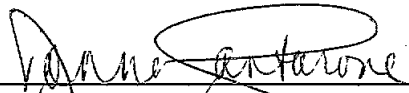
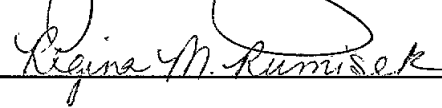
Batsel, McKinley, Ittersagen,
Gunderson & Berntsson, P.A.
1861 Placida Road, Suite 204
Englewood, Florida 34223


ARTICLE 9. - AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholders' meeting by a majority of the stock entitled to vote thereon, unless all the directors and all the stockholders sign a written statement manifesting their intention that a certain amendment to these Articles of Incorporation be made.

IN WITNESS WHEREOF, the undersigned have hereunto subscribed their names and affixed their seals this 4th day of June, 1998.

Witnesses:

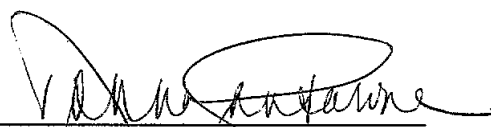



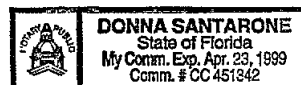

Miko P. Gunderson

STATE OF FLORIDA :
COUNTY OF CHARLOTTE :

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized in the State and County named above to take acknowledgments, personally appeared Miko P. Gunderson, to me known to be the person described as incorporator and who executed the foregoing Articles of Incorporation, and he acknowledged that he executed the same for the purposes therein stated.

WITNESS my hand and official seal in the State and County aforesaid this 4th day of June, 1998.


Notary Public
My Commission Expires:



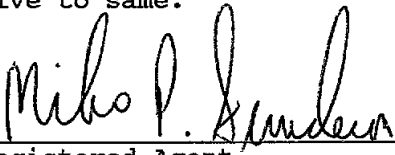
CERTIFICATE DESIGNATING A REGISTERED AGENT AND REGISTERED OFFICE
FOR THE SERVICE OF PROCESS

In compliance with Section 48.091, Florida Statutes, the following is submitted:

DUFF STEPHAN INVESTMENT GROUP, INC., a Florida corporation, desiring to organize under the laws of the State of Florida with its principal office, as indicated in the articles of incorporation, has designated MIKO P. GUNDERSON whose street address is c/o Batsel, McKinley, Ittersagen, Gunderson & Berntsson, P.A., 1861 Placida Road, Suite 204, Englewood, Florida 34223, as its agent to accept service of process within this state.

ACCEPTANCE

Having been designated as agent to accept service of process for the above-named corporation, at the place stated in this certificate, I hereby agree to act in this capacity and to comply with the provision of said law relative to same.



Registered Agent

51548A03

FILED
98 JUN -5 AM 10:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA