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ACCOUNT NO. : 072100000032

REFERENCE : 067852 108724A

AUTHORIZATION :

COST LIMIT : \$ PREPAID

ORDER DATE : December 16, 1998

ORDER TIME : 1:57 PM

ORDER NO. : 067852-005

CUSTOMER NO: 108724A

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-12/17/98--01017--006
*****78.75 *****78.75

CUSTOMER: Gary A. Forster, Esq
POHL & SHORT, P.A.
POHL & SHORT, P.A.
Suite 410
280 West Canton Avenue
Winter Park, FL 32789

DOMESTIC FILING

NAME: UTESCHILL ENTERPRISES, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jeanine Reynolds

EXAMINER'S INITIALS:

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 DEC 17 PM 4:09

g 12/17/98

NOTED FOR FILING
98 DEC 17 AM 8:45
FILING

**ARTICLES OF INCORPORATION
OF
UTESCHILL ENTERPRISES, INC.**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 DEC 17 PM 4:09

THE UNDERSIGNED, acting as sole incorporator of **UTESCHILL ENTERPRISES, INC.** under Chapter 607 of the Florida Statutes, hereby adopts the following Articles of Incorporation for such corporation:

**ARTICLE I
NAME**

The name of the corporation is **UTESCHILL ENTERPRISES, INC.**

**ARTICLE II
SHARES**

The number of shares which the corporation shall have authority to issue is Ten Thousand (10,000), consisting of a single class of common stock, one cent (\$.01) par value per share.

**ARTICLE III
PRINCIPAL OFFICE**

The address of the Principal Office of the corporation is 151 South Short Court, Chanhassen, Minnesota 55317. The location of the Principal Office shall be subject to change as may be provided in bylaws duly adopted by the Corporation.

**ARTICLE IV
MAILING ADDRESS**

The mailing address of the corporation is 151 South Shore Court, Chanhassen, Minnesota 55317.

**ARTICLE V
INITIAL REGISTERED OFFICE AND AGENT**

The address of the initial Registered Office of the corporation is Pohl & Short, P.A., 280 W. Canton Avenue, Suite 410, Winter Park, Florida 32789, and the initial Registered Agent at such address is Frank L. Pohl, Esq.

**ARTICLE VI
INITIAL BOARD OF DIRECTORS**

The number of Directors constituting the initial Board of Directors of the corporation is

three (3). The number of Directors may be increased or decreased from time to time, but in no event shall the number of Directors be less than one (1). The names and addresses of the persons who are to serve as the initial Directors until the first annual meeting of the shareholders of the corporation or until successor Directors are elected and shall qualify are as follows:

Olivier Uteschill	151 South Shore Court Chanhassen, Minnesota 55317
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Marie-France Uteschill	151 South Shore Court Chanhassen, Minnesota 55317
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Pierre E. Uteschill	151 South Shore Court Chanhassen, Minnesota 55317
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ARTICLE VII
INCORPORATOR

The name and address of the sole incorporator of the corporation is Olivier Uteschill, 151 South Shore Court, Chanhassen, Minnesota 55317.

IN WITNESS WHEREOF, these Articles have been signed by the undersigned incorporator this 14th day of December, 1998.

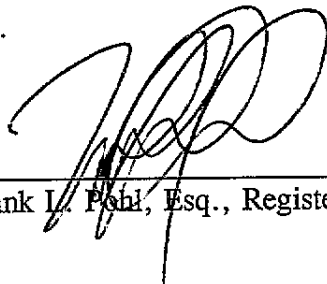


Olivier Uteschill, Incorporator

ACCEPTANCE OF APPOINTMENT
BY INITIAL REGISTERED AGENT

THE UNDERSIGNED, an individual resident of the State of Florida, having been named in Article V of the foregoing Articles of Incorporation as initial Registered Agent at the office designated therein, hereby accepts such appointment and agrees to act in such capacity. The undersigned hereby states that he is familiar with, and hereby accepts, the obligations set forth in Section 607.0505, Florida Statutes, and the undersigned will further comply with any other provisions of law made applicable to him as Registered Agent of the corporation.

DATED this 14th day of December, 1998.



Frank L. Pohl, Esq., Registered Agent

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