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Telephone
(813) 849-2398

Robert Zolezzi
96 President

FILED
DEC 21 PM 9 55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

December 11, 1996

Corporate Records Bureau
Division of Corporations
Department of State
P.O. Box 6327
Tallahassee, FL 32314

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*****70.00 *****70.00

Domestic Charter Filing Section

W96-26579

Dear Sir:

Enclosed are the Articles of Incorporation for A & E EQUIPMENT & SALES INC. and check #340 dated December 11, 1996 amount \$70.00 for filing fees.

If there are any questions we can be reached by mail or phone at the numbers on our letterhead.

Lorraine Zolezzi

Lorraine Zolezzi
Secretary

1
ENC

TAX SPECIALISTS, INC.
8740 WOODCREST DRIVE
PORT RICHEY, FL 34668

12-21-96



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

December 18, 1996

TAX SPECIALISTS, INC.
ATTN: LORRAINE ZOLEZZI
8740 WOODCREST DRIVE
PORT RICHEY, FL 34668

SUBJECT: A & E EQUIPMENT & SALES INC.
Ref. Number: W96000026579

We have received your document for A & E EQUIPMENT & SALES INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The effective date must be consistent.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6927.

Kathy Hyman
Document Specialist

Letter Number: 696A00056379

Kathy,

Wording changed per our phone conversation, December 23, 1996.

Lorraine

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96 DEC 27 11 9:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
A & E EQUIPMENT & SALES INC.

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

ARTICLE I

NAME

The name of this Corporation is A & E EQUIPMENT & SALES INC.

ARTICLE II

COMMENCEMENT OF CORPORATE EXISTENCE

The Corporation's existence shall commence with filing this to the Secretary of State and is to exist perpetually.

ARTICLE III

BUSINESS AND POWERS

A. The general nature of the business or businesses to be transacted by the Corporation is:

(1) to repair, sell and service commercial appliances and any related business;

(2) to engage in any activity or business permitted under the laws of the United States and the State of Florida; and

B. The corporation shall have power to do everything necessary, proper, advisable or convenient for the accomplishment of the purposes set forth, and to do all other things incidental to or connected with, which are not prohibited by statute or by these Articles of Incorporation.

ARTICLES IV

AUTHORIZED SHARES

The maximum number of shares of each stock authorized to be issued by the Corporation is 1,000 shares of capital stock, all of which shares shall be common shares of the par value of \$1.00 per share and each of which shall have the same rights and privileges.

Each of the common shares shall entitle the holder thereof to one vote at any shareholders meeting and otherwise to participate in all such meeting and in the assets of the Corporation.

ARTICLE V

PREEMPTIVE RIGHT

The shareholders shall have preemptive rights to acquire unissued or treasury shares of the Corporation or securities of the Corporation convertible into a right to subscribe to or acquire such shares of the Corporation.

ARTICLES VI

OWNERSHIP

The names and addresses of the subscribers to these Articles and the number of shares are:

	<u>Percent of Shares</u>
Amy Schick 7832 Clark Moody Blvd. Port Richey, FL 34668	(50%)
William Schick 7832 Clark Moody Blvd. Port Richey, FL 34668	(50%)

ARTICLE VII

INITIAL REGISTERED OFFICE

The street address of the initial registered office of the Corporation is 7832 Clark Moody Blvd., Port Richey, FL 34668, and the name of the initial registered agent at that address is Amy Schick. The principal address of the Corporation and registered office address are the same.

ARTICLE VIII

BOARD OF DIRECTORS

A. Initial Board of Directors. The name and address of the initial Board of Directors of this Coproation are:

Amy Schick
7832 Clark Moody Blvd.
Port Richey, FL 34668

William Schick
7832 Moody Blvd.
Port Richey, FL 34668

B. Number and Term. The Board of Directors shall be composed of no less than one (1) member who shall be elected at the annual meeting of shareholders to be held at the time and place prescribed in the By-laws. Directors need not be shareholders of the Corporation. They shall hold office after their election for a period of one year or until their successors are duly elected and qualified.

C. Powers and Duties. Included among the powers and duties of the Board are the following:

(1) electing the officers of the Corporation;

(2) exercising complete charge of the business of the Corporation, including electing committees of the Board and delegating to them, as well as to the officers of the Corporation, such powers in the conduct of the Corporation's business as may be deemed advisable;

(3) determining the compensation of the officers, including those who may be Directors as well.

ARTICLE IX

OFFICERS

A. Officers of the Corporation shall consist of a President, Secretary and Treasurer, as well as such other officers as the Board of Directors may deem advisable.

B. Officers need not be shareholders of the Corporation.

C. All officers shall have rank, tenure of office, powers, and duties as may be prescribed by the By-laws or the Directors by appropriate resolution.

D. The names and office of each of the first officers are:

Amy Schick

President, Secretary

William Schick


Vice President, Treasurer

ARTICLES X


MISCELLANEOUS

The Corporation may have other offices, agencies and branches at such places either within or without the State of Florida as may be determined by the Board of Directors.

IN WITNESS THEREOF, I have set my hand and seal this 11th day of December, 1996.



Amy Schick (SEAL)



William Schick (SEAL)

STATE OF FLORIDA

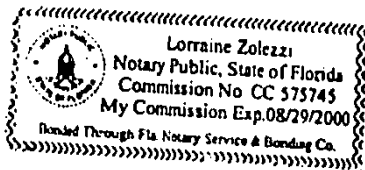
COUNTY OF PASCO

I HEREBY CERTIFY that before me, the undersigned authority, this day personally appeared Amy Schick and William Schick, to me known and known to me to be the persons described in and who signed the foregoing Articles of Incorporation, and who acknowledged before me that they executed the same freely and voluntarily for the uses and purposes herein expressed.

WITNESS my hand and official seal at Port Richey, Florida, this 11th day of December 1996.

Lorraine Zolezzi
NOTARY PUBLIC
State of Florida at Large

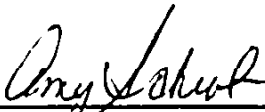
My commission expires:



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SECRETARY OF STATE
TALLAHASSEE FLORIDA

ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

The undersigned, having been designed as Registered Agent of A & E EQUIPMENT & SALES INC. in its Articles of Incorporation, hereby accepts such designation and agrees to comply with the provisions of F.S. #48.091, relative to keeping the Corporation's registered office open.



Amy Schick
Registered Agent