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SHEPPARD, BRETT, STEWART & HERSCH, P.A.  
ATTORNEYS AT LAW

JAY ANDREW BRETT  
JOHN F. STEWART  
CRAIG R. HERSCH\*  
D. HUGH KINSEY, JR.

(FORMERLY SHEPPARD & WOOLSLAIR)  
FIRM ESTABLISHED 1924

W. A. SHEPPARD (1898-1971)  
JOHN K. WOOLSLAIR (1908-1968)

2121 WEST FIRST STREET  
P. O. DRAWER 400  
FORT MYERS, FLORIDA 33902

TELEPHONE (941) 334-1141  
TELECOPIER (941) 334-3965

JOHN WOOLSLAIR SHEPPARD\*  
OF COUNSEL

\*BOARD CERTIFIED: WILLS, TRUSTS & ESTATES

June 5, 1998

Corporate Records Bureau  
Division of Corporations  
Department of State  
409 E. Gaines Street  
P. O. Box 6327  
Tallahassee, Florida 32301

100002551331--7  
-06/08/98--01091--004  
\*\*\*\*122.50 \*\*\*\*122.50

Re: ABSA Investment Co.

Dear Sirs:

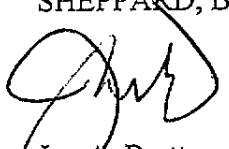
Enclosed herewith are proposed Articles of Incorporation in reference to the captioned corporation.  
Also enclosed is our check in the amount of \$122.50 to cover the following:

Filing Fee	\$ 35.00
Certified Copy of Charter	\$ 52.50
Resident Agent Fee	\$ 35.00
	<u>\$ 122.50</u>

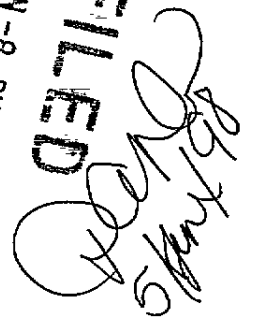
If the Articles of Incorporation meet with your approval, we will appreciate your executing and sending to the undersigned a Certificate of Incorporation.

Very truly yours,

SHEPPARD, BRETT, STEWART & HERSCH, P.A.

  
Jay A. Brett

JAB:dlb  
Enclosures  
cc: Ms. Gail L. Whaley  
B-2993

SECRETARY OF STATE  
TALLAHASSEE FLORIDA  
98 JUN -8 PM 3:13  
FILED  


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ARTICLES OF INCORPORATION

OF

ABSA INVESTMENT CO.

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98 JUN -8 PH 3:13  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

THE UNDERSIGNED, JAY A. BRETT, hereby executes this document for the purposes of becoming incorporated under the laws of the State of Florida, and forming a corporation under the following proposed Certificate of Incorporation:

ARTICLE I

The name of this Corporation is ABSA INVESTMENT CO.

ARTICLE II

The general nature of the business to be transacted by the Corporation is as follows:

The Corporation may engage in any activity or business permitted by the Laws of the United States and of this State.

ARTICLE III

The maximum number of shares of stock that the Corporation is authorized to have outstanding at any time is One Thousand (1,000) shares of common stock of the same class and at One Dollar (\$1.00) par value.

ARTICLE IV

Every shareholder, upon the sale for cash of any stock of this Corporation of the same class as that which he already holds, shall have the right to purchase his pro-rata share thereof (as nearly as may be done without the issuance of fractional shares) at the price at which it is offered to others.

ARTICLE V

The Corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE VI

The Corporation is to have perpetual existence commencing upon filing of these Articles of Incorporation with the Secretary of State.

ARTICLE VII

The address of the principal office of the Corporation in this State is: 2121 West First Street, Fort Myers, Florida, and the name of the initial registered agent of this Corporation at that address is: JAY A. BRETT.

ARTICLE VIII

The number of Directors of this Corporation shall not be less than two (2) or more than five (5).

ARTICLE IX

The name and post office address of the members of the first Board of Directors of the Corporation are:

<u>NAME</u>	<u>TITLE</u>	<u>ADDRESS</u>
ABE LEIDERMAN	President	3407 Gibraltar Heights Drive Toledo, Ohio 43609
STANLEY M. ROSEN	Secretary/ Treasurer	21211 Telegraph Road Southfield, MI 48034

ARTICLE X

The name and post office address of the subscribers to the Articles of Incorporation are:

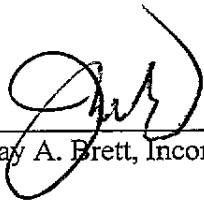
<u>NAME OF SUBSCRIBER</u>	<u>ADDRESS</u>
JAY A. BRETT	2121 West First Street Fort Myers, Florida 33901

ARTICLE XI

The power to adopt, amend, alter or repeal By-Laws shall be vested in the Board of Directors and the Shareholders.

IN WITNESS WHEREOF, the subscribers have hereunto set their hands and seals this

5<sup>th</sup> day of June, 1998.

  
\_\_\_\_\_  
Jay A. Brett, Incorporator

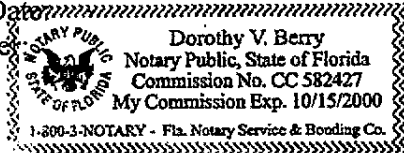
STATE OF FLORIDA

COUNTY OF LEE .

THE FOREGOING INSTRUMENT was acknowledged before me this 5<sup>th</sup> day of June, 1998, by JAY A. BRETT, () who is personally known to me or ( ) who produced N/A as identification.

  
\_\_\_\_\_  
Notary Public  
Printed Name of Notary DOROTHY V. BERRY

(SEAL)

Comm. Exp. Date \_\_\_\_\_  
Comm. Number \_\_\_\_\_  


CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED:

FIRST -- THAT ABSA INVESTMENT CO., DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS IN THE CITY OF Fort Myers, COUNTY OF Lee, STATE OF Florida, HAS NAMED JAY A. BRETT, LOCATED AT 2121 West First Street, (Street Address and Number of Building -- Post Office Box Addresses Are Not Acceptable), Fort Myers, Lee COUNTY, Florida 33901, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

ABSA INVESTMENT CO.

Signature: John W. Helbert II  
(Corporate Officer)  
Title: Asst. Secretary  
Date: 6/2/98

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SECRETARY OF STATE  
TALLAHASSEE FLORIDA

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE- STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.

(JAB)  
Signature: [Signature]  
Resident Agent

Date: June 5, 1998