

PO1000052003
ACCURATE ACCOUNTING ASSOC.

Linton International Plaza
660 Linton Blvd., Suite #207
Delray Beach, FL 33444-8167

May 15, 2001

Department of State
Division of Corporations
P O Box 6327
Tallahassee, Florida 32314

01 MAY 18 PM 3:39
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Dear Reader;

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*****78.75 *****78.75

This is a late filing of the Articles of Incorporation for ESRC1 Corp. When my company ESRC was dissolved; my intention was to file for incorporation under ESRC for 2000. This is that filing. Thanks for your help in this matter.

☒ \$78.75
Filing Fee
& Certificate

Sincerely,

Duncan Fraser
FN

Duncan Fraser

PS 5/25/01 -

CERTIFICATE OF INCORPORATION
OF

ESRC1 CORP

FILED
01 MAY 18 PM 3:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, hereby associates for the purpose of becoming a Corporation under the Laws of the State of Florida, under the provisions of the Statutes of the State of Florida providing for the formation, liability, rights, privileges and immunities of a Corporation for profit, generally, and hereby makes, subscribes, acknowledge and files this Certificate for the purpose of becoming a Corporation under the Laws of the State of Florida.

ARTICLE I

Name of the Corporation

The name of this Corporation shall be:

ESRC1 CORP

ARTICLE II

Principal Office

The following shall be the street address and the principal office of this Corporation, but the Corporation shall have the power to move the principal office to any other address in the State of Florida, and to establish branch offices and other places of business at such other places within or without the State of Florida that may be deemed expedient:

1599 SW 30TH AVENUE #4
BOYNTON BEACH, FL 33426

ARTICLE III

Shares

The maximum number of shares of capital stock authorized to be issued by this Corporation shall be 1,000 shares, each having a par value of \$1.00. Each of said shares of stock shall entitle the holder thereof to one (1) vote at any meeting of the stockholders. All or any part of said capital stock may be paid for in cash, in property, or in labor or services at a fair valuation to be fixed by the incorporator, or by the Board of Directors, at a meeting called for such purpose. All stock when issued shall be fully paid for and shall be non-assessable.

The private property of the stockholders shall not be subject to the payment of the Corporation's debt to any extent whatsoever.

ARTICLE IV
Initial Capital

The amount of capital with which this Corporation shall begin business shall be One Thousand Dollars (\$1,000.00).

ARTICLE V
Term of Existence

This Corporation shall have perpetual existence.

ARTICLE VII
Directors

There shall be a Board of Directors for this Corporation which shall consist of one person. The number of Directors may be increased from time to time as determined by the By-Laws, but shall never be less than one. Each Director shall be of full age and shall be a citizen of the United States. Any Director may be removed at any annual or special meeting of stockholders called in accordance with the By-Laws of the Corporation, by the same vote as that required to elect a Director.

ARTICLE VIII
Initial Board of Directors

The name and address of the first Board of Directors is as follows:

<u>Name</u>	<u>Address</u>
Duncan Fraser	660 Linton Blvd. #207, Delray Beach, FL 33444

The member of the first Board of Directors, unless otherwise provided by the By-Laws, shall hold office for the first year of the existence of the Corporation or until his successor is elected or appointed and has qualified.

ARTICLE IX
Incorporator

The name and addresses of the incorporator to these Articles of Incorporation is:

<u>Name</u>	<u>Address</u>
Duncan Fraser	660 Linton Blvd. #207, Delray Beach, FL 33444

ARTICLE X
Conflict of Interest

No contract or other transaction between this Corporation and any other Corporation, and no act of this Corporation shall in any way be affected or invalidated by the fact that any of the officers of this Corporation are pecuniarily or otherwise interested in, or are Directors or officers of, such other Corporation; any Director individually, or any firm of which any Director may be a member, may be a party to, or may be pecuniarily or otherwise interested in any contract or transaction of this Corporation, provided that the fact that (s)he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof, and any Director of this Corporation or who is so interested may be counted in determining the existence of a quorum at any such meeting of the Board of Directors, and may vote at any such meeting of the Board of Directors of the Corporation, which shall authorize any such contract or transaction, with like force and effect as if he were not such a Director or officer of such other corporation not so interested.

ARTICLE XI
Amendment

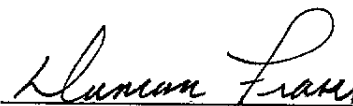
The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter prescribed by the Laws of the State of Florida, and all rights conferred upon the stock holders herein are subject to this reservation.

ARTICLE XII
Initial Registered Agent

The name and address of the initial registered agent is:

Duncan Fraser
c/o ACCURATE ASSOCIATES
660 Linton Blvd. Suite 207
Delray Beach, FL 33444

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation for the uses and purposes stated therein this 1ST Day of January 2000..


Incorporator

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is: ESRCL CORP.

2. The name and address of the registered agent and office is:

DUNCAN FRASER CPA

(NAME)

C/O ACCURATE ACCOUNTING ASSOC.

660 LINTON BLVD., STE. #207

(P.O. Box or Mail Drop Box **NOT** ACCEPTABLE)

DELRAY BEACH, FL 33444

(CITY/STATE/ZIP)

01 MAY 18 PM 3:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Duncan Fraser

(SIGNATURE)

May 14, 2001

(DATE)

DIVISION OF CORPORATIONS, P. O. BOX 6327, TALLAHASSEE, FL 32314