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(Requestor's Name)

(Address)

(Address)

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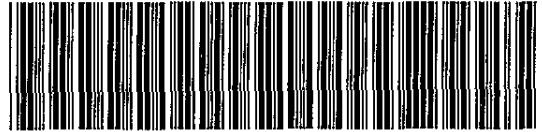
(Business Entity Name)

(Document Number)

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

C. Ouellette JAN 16 2004

**TRANSMITTAL LETTER**

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

SUBJECT: ERS HOLDINGS COMPANY  
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed are an original and one (1) copy of the articles of incorporation and a check for:

\$70.00  
Filing Fee

\$78.75  
Filing Fee  
& Certificate of Status

\$78.75  
Filing Fee  
& Certified Copy

\$87.50  
Filing Fee,  
Certified Copy  
& Certificate of  
Status

**ADDITIONAL COPY REQUIRED**

FROM: ROBERT SWEENEY  
Name (Printed or typed)

7463 BRYSON COURT  
Address

LAKE WORTH, FL 33467  
City, State & Zip

561-704-9789  
Daytime Telephone number

**NOTE: Please provide the original and one copy of the articles.**

**ARTICLES OF INCORPORATION  
OF  
ERS HOLDINGS COMPANY**

The undersigned natural person of the age of eighteen (18) years or more, acting as incorporator of a corporation (hereinafter referred to as the "Corporation") pursuant to Chapter 607 Florida Statutes (hereinafter referred to as the "Statutes"), does hereby adopt the following Articles of Incorporation for the Corporation.

**ARTICLE I  
Name**

The name of the Corporation is ERS Holdings Company.

**ARTICLE II  
Principal Office**

The mailing address and principal place of business of the Corporation is 7463 Bryson Court, Lake Worth, Florida 33467.

**ARTICLE III  
Duration**

The period of duration of the Corporation is perpetual.

**ARTICLE IV  
Purpose**

The purpose for which the Corporation is organized is the transaction of any or all lawful business for which corporations may be incorporated under the Statutes.

**ARTICLE V  
Capitalization**

The aggregate number of shares that the Corporation shall have authority to issue is five hundred (500) shares of common stock, par value \$0.01 per share.

**ARTICLE VI  
Provisions for Regulation of the Internal  
Affairs of the Corporation**

**Section 6.1** No shareholder of the Corporation shall have the right of cumulative voting at any election of directors or upon any other matter.

**Section 6.2** Any action required by statute to be taken at any annual or special meeting of shareholders, or any action which may be taken at any annual or special meeting of shareholders, may be taken without a meeting, without prior notice, and without a vote, if a consent or consents in writing, setting forth the action so taken, shall be signed by the holder or holders of shares having not less than the minimum number of votes that would be necessary to take such action at a meeting at which the holders of all shares entitled to vote on the action were present and voted.

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**Section 6.3** No shareholder of the Corporation shall by reason of his holding shares in the Corporation possess a preemptive and preferential right to purchase or subscribe to additional, unissued or treasury shares of any class of the Corporation, now or hereafter to be authorized, and any notes, debentures, bonds or other securities convertible into or carrying options, warrants or other rights to subscribe to or acquire shares of any class, now or hereafter to be authorized.

**ARTICLE VII**  
**Restriction on Commencement of Business**

The Corporation will not commence business until it has received for the issuance of its shares consideration of the value of at least Five Hundred Dollars (\$500.00), consisting of money, labor done or property actually received.

**ARTICLE VIII**  
**Registered Office and Registered Agent**

The street address of the initial registered office of the Corporation is 7463 Bryson Court, Lake Worth, Florida 33467 and the name of its initial registered agent at that address is Robert W. Sweeney.

**ARTICLE IX**  
**Board of Directors**

The number of directors of the Corporation shall be fixed from time to time in the manner provided in the bylaws (the "Bylaws"), but no decrease shall have the effect of shortening the term of any incumbent director. The number of directors constituting the initial Board of Directors is two (2), and the names and addresses of the persons who are to serve as directors until the first annual meeting of the shareholders, or until their respective successors are elected and qualified are:

<u>Name</u>	<u>Address</u>
Emily A. Sweeney Vice-President	7463 Bryson Court Lake Worth, Florida 33467
Robert W. Sweeney President	7463 Bryson Court Lake Worth, Florida 33467

**ARTICLE X**  
**Bylaws**

The initial Bylaws of the Corporation shall be adopted by the Board of Directors. The power to alter, amend or repeal the Bylaws of the Corporation or adopt new Bylaws is vested in the Board of Directors, subject to repeal or change by action of the shareholders of the Corporation.

**ARTICLE XI**  
**Limitation of Director Liability**

No director of the Corporation shall be personally liable to the Corporation or any of its shareholders for monetary damages for any act or omission in the director's capacity as a director. No amendment to or repeal of this Article XI shall apply to or have any effect on the liability or alleged liability of any director of the Corporation for or with respect to any acts or omissions of such director occurring prior to such amendment or repeal.

**ARTICLE XII**  
**Incorporator**

The name and address of the incorporator of the Corporation is as follows:

<u>Name</u>	<u>Address</u>
Robert W. Sweeney	7463 Bryson Court Lake Worth, Florida 33467

IN WITNESS WHEREOF, the undersigned has hereunto set his hand this 5<sup>th</sup> day of January 2004.

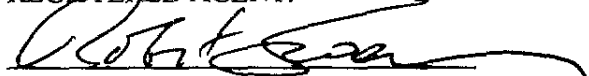
INCORPORATOR:



Robert W. Sweeney

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

REGISTERED AGENT:



Robert W. Sweeney

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