

**Electronic Articles of Incorporation
For**

P04000080050
FILED
May 19, 2004
Sec. Of State
nculligan

ERIE LACKAWANNA COMPANY

The undersigned incorporator, for the purpose of forming a Florida profit corporation, hereby adopts the following Articles of Incorporation:

Article I

The name of the corporation is:

ERIE LACKAWANNA COMPANY

Article II

The principal place of business address:

247 SECOND STREET
HACKENSACK, NJ. US 07601

The mailing address of the corporation is:

247 SECOND STREET
HACKENSACK, NJ. US 07601

Article III

The purpose for which this corporation is organized is:

ANY AND ALL LAWFUL BUSINESS.

Article IV

The number of shares the corporation is authorized to issue is:

30,000,000

Article V

The name and Florida street address of the registered agent is:

PHILLIP L BELL
2526 OLD BAINBRIDGE ROAD
TALLAHASSEE, FL. 32303

I certify that I am familiar with and accept the responsibilities of registered agent.

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Registered Agent Signature: PHILLIP L. BELL

Article VI

The name and address of the incorporator is:

PHILLIP L. BELL
32 MANSFIELD ST.
BOSTON, MA 02134

Incorporator Signature: PHILLIP L. BELL

Article VII

The initial officer(s) and/or director(s) of the corporation is/are:

Title: C
PHILLIP L BELL
32 MANSFIELD STREET
BOSTON, MA. 02134 US

Title: VC
ADAM G WALLER
75 GARDNER ST. #34
BOSTON, MA. 02134 US

Title: VC
EUGENE K GARFIELD
2819 MCKINLEY ST.
HOLLYWOOD, FL. 33020 US

Title: VP
MICHAEL T LANDIS
3115 LA COSTA CIRCLE #105
NAPLES, FL. 34105 US

Title: DIR.
AB REES
1410 N. W. 43RD COURT
KANSAS CITY, MO. 64116 US

Title: DIR.
DAVID G HELMER
5717 CAPITO ST.
ROANOKE, VA. 24019 US

Article VIII

The effective date for this corporation shall be:

05/20/2004