

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870
 Mailing Address: Post Office Box 10349, Tallahassee, FL 32302
 TOLL FREE No. 1-800-342-8062
 FAX (904) 222-1222

95

CIVIL

RE: Ecl Messer, Inc

JAN 23 1995

C.C. FEE. DISBURSED

W95000001538

NAME _____
 FIRM _____
 ADDRESS _____
 PHONE () _____
 Service: Top Priority _____ Regular _____
 One Day Service Two Day Service
 To us via _____ Return via _____
 Matter No.: _____ Express Mail No. _____
 State Fee \$ _____ Our \$ _____

Capital Express _____
 Art. of Inc. File _____
 Corp. Record Search _____
 Int. Partnership File _____
 Foreign Corp. File _____
) Cert. Copy(s) _____
 Art. of Amend. File _____
 Dissolution/Withdrawal _____
 C U S- _____
 Fictitious Name File _____
 Name Reservation 01/23/95--01009--024
 Annual Report/Reinstatement ****122.50 ****122.50
 Reg. Agent Service _____
 Document Filing _____
 Corporate Kit _____
 Vehicle Search _____
 Driving Record _____
 Document Retrieval _____
 UCC 1 or 3 File _____
 UCC 11 Search _____
 UCC 11 Retrieval _____
 File No.'s, _____ Copies _____
 Courier Service _____
 Shipping/Handling _____
 Phone () _____
 Top Priority _____
 Express Mail Prep. _____
 FAX () _____ pgs. _____

W95000001538
00678, 00614, 00671

..... JAN 23 1995 BSB

REQUEST	TAKEN	CONFIRMED	APPROVED
DATE	_____	_____	_____
TIME	_____	_____	CK No. _____
BY	<u>SC</u>	_____	_____

WALK-IN Will Pick Up 1-23 11:00

SUBTOTALS

FEE.....	\$ _____
DISBURSED.....	\$ _____
SURCHARGE.....	\$ _____
TAX on corporate supplies.....	\$ _____
SUBTOTAL.....	\$ _____
PREPAID.....	\$ _____
BALANCE DUE.....	\$ _____
_____	\$ _____

Please remit Invoice number with payment
 TERMS: NET 10 DAYS FROM INVOICE DATE
 1 1/2% per month on Past Due Amounts
 Past 30 Days, 18% per Annum.

THANK YOU
 from
 Your Capital Connection



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

January 23, 1995

CAPITAL CONNECTION, INC.
417 E. VIRGINIA STREET
SUITE 1
TALLAHASSEE, FL 32301

SUBJECT: ED MESSER, INC.
Ref. Number: W95000001538

We have received your document for ED MESSER, INC. and check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

A corporation may not serve as its own registered agent. Please designate an individual, another active domestic corporation, or a foreign corporation authorized to transact business within this state, having a Florida street address identical with that of the registered office.

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) 487-6925.

Brenda Baker
Corporate Specialist

Letter Number: 095A00002620

**ARTICLES OF INCORPORATION
OF
ED MESSER, INC.**

FILED
95 JUN 23 PM 12:39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation, a natural person, competent to contract, hereby forms a corporation for profit under the laws of the State of Florida.

ARTICLE I - NAME AND ADDRESS

The name of the corporation is ED MESSER, INC., and its initial post office address and its principal office for conducting business is: 5310 Shirley Street, Naples, FL 33942.

ARTICLE II - DURATION

This corporation shall have perpetual existence, commencing on the date filed with the Department of State for the State of Florida.

ARTICLE III - PURPOSES AND POWERS

The powers of this corporation shall include the transaction of any activity or business permitted under the laws of the United States and this State and this corporation shall have all powers granted to corporations under said laws.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 100 shares of \$1.00 par value common stock.

ARTICLE V - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share

thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The name of the initial Registered Agent of this corporation is Ed Messer , and his address is 5310 Shirley Street, Naples, FL 33940.

ARTICLE VII - INCORPORATOR

The name and address of the person signing these Articles are: Ed Messer, 5310 Shirley Street, Naples, FL 33940.

ARTICLE VIII - MANAGEMENT OF CORPORATION

The business of the corporation shall be managed by the stockholders of the corporation rather than by a Board of Directors.

ARTICLE IX - ACTION BY SHAREHOLDER WITHOUT A MEETING

The shareholders of this corporation may take action by written consent, as provided by law, unless otherwise provided in these Article or by the By-Laws of this corporation.

ARTICLE X - INDEMNIFICATION

This corporation shall indemnify its officers or any former officers to the full extent permitted by law.

ARTICLE XI - BY-LAWS

The power to adopt, alter, amend or repeal By-Laws shall be vested in the shareholders.

ARTICLE XII - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon shareholders is

subject to this reservation.

ARTICLE XIII - RESTRICTIONS ON STOCK TRANSFERS

Each shareholder of any class of stock of the corporation which he or she may hereafter acquire without making it available for purchase by the corporation and then to the remaining shareholders of the corporation should the corporation elect not to purchase any or all of such stock. The manner in which this option may be elected shall be prescribed by the By-Laws of this corporation.

ARTICLE XIV - 1244 STOCK

The stock of this corporation is intended to qualify under the requirements of Section 1244 of the Internal Revenue Code and the regulations issued thereunder. Such actions as are necessary will be taken by the appropriate officers to accomplish this compliance.

IN WITNESS WHEREOF, I, the undersigned, being the original incorporator to the capital stock hereinbefore named, have hereunto set my hand and seal this 19th day of January, 1995.

Ed Messer
ED MESSER

STATE OF FLORIDA

COUNTY OF COLLIER

The foregoing instrument was acknowledged before me this 19th day of January, 1995, by ED MESSER.

Susan M. Carter
NOTARY PUBLIC
MY COMMISSION EXPIRES:

NOTARY PUBLIC STATE OF FLORIDA
MY COMMISSION EXPIRES AUG. 15, 1995
BONDED THRU GENERAL INS. UND.

CERTIFICATE DESIGNATING REGISTERED AGENT

In pursuant of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act.

First - That ED MESSER, INC., desiring to organize under the laws of the State of Florida with its principal office as indicated in the Articles of Incorporation at 5310 Shirley Street, Naples, Florida, has named Ed Messer, located at 5310 Shirley Street, Suite Naples, Florida 33942, as its agent to accept service of process within this State.

ACKNOWLEDGMENT

Having been named to accept service of process for the above-stated corporation, at the place designated in the Certificate, I hereby accept to act in this capacity and agree to comply with the provisions of said Act relative to keeping open said office.


ED MESSER

The foregoing instrument was acknowledged before me this 19th day of January, 1975, by ED MESSER.

(S E A L)


NOTARY PUBLIC

MY COMMISSION EXPIRES:-

NOTARY PUBLIC STATE OF FLORIDA
MY COMMISSION EXP. AUG. 15, 1995
BONDED THRU GENERAL INS. UND.

FILED
JUN 23 PM 12:39
CLERK OF STATE
TALLAHASSEE, FLORIDA