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RICHARD D. GAINES & ASSOCIATES, P.C.

A PROFESSIONAL CORPORATION

171 EAST RIDGEWOOD AVENUE
HIDDEKWOOD, NEW JERSEY 07450-1504

500 PARK AVENUE
SUITE 1700
NEW YORK, NEW YORK
10022-7408

March 20, 1995

VIA FEDERAL EXPRESS

Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

Re: Ell-Tone Enterprises, Inc.

Dear Sirs:

Enclosed please find an original and one copy of the Articles of Incorporation and Certificate of Designation of Registered Agent and Registered Office. I also enclose a check in the amount of \$122.50 for the filing fees and a certified copy. I also enclosed a self addressed stamped envelope to return the certified copy for our records.

Very truly yours,

Richard D. Gaines
Richard D. Gaines

RDG:mor

Enclosure

thomas\secstate.ltr

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D. BROWN MAR 22 1995

ARTICLES OF INCORPORATION
of
ELL-TONE ENTERPRISES, INC.

FILED
95 MAR 21 PM 2:50
STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation pursuant to Section 607.0202 of the Florida Statutes, does hereby certify:

ARTICLE I

The name of this Corporation is - Ell-Tone Enterprises, Inc.

ARTICLE II

The principal office of the corporation is 1009 Riggs Street, Port Charlotte, FL 33952. The mailing address is P.O. Box 1198, Murdock, FL 33938.

ARTICLE III

The aggregate number of shares which the Corporation shall have authority to issue is 2,500 shares. The par value of each such share is one cent (\$0.01).

ARTICLE IV

The address of the Corporation's registered office is 1009 Riggs Street Port Charlotte, FL 33952. The name of the Corporation's registered agent for receiving service of process at the above address is Ellen Thomas.

ARTICLE V

Richard D. Gaines, 171 East Ridgewood Avenue, Ridgewood, New Jersey 07450, a natural person over the age of 18 years, is the incorporator.

ARTICLE VI

The Corporation may engage in any activity within the purposes for which corporations may be organized under the Florida Business Corporation Act.

ARTICLE VII


The initial Board of Directors shall consist of two members; thereafter, the number of directors shall be determined from time to time by the Board of Directors, as they may choose. The directors of the Corporation shall be:

Ellen Thomas, 1009 Riggs Street, Port Charlotte, FL 33952 and Anthony L. Simpson, 1009 Riggs Street, Port Charlotte, FL 33952.

ARTICLE VIII

To the extent permitted by law, the directors of the corporation shall not be personally liable to the corporation or its shareholders for damages for any breach of any duty owed to the corporation or its shareholders, except that notwithstanding the foregoing, a director shall not be relieved of personal liability based upon an act or omission (a) in breach of such person's duty of loyalty to the corporation or its shareholders, (b) not in good faith or involving a knowing violation of law, or (c) resulting in receipt by such person of an improper personal benefit.

IN WITNESS WHEREOF, the undersigned incorporator has
executed these Articles of Incorporation this 20th day of March
1995.


Richard D. Gaines
171 East Ridgewood Avenue
Ridgewood, New Jersey 07450

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CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 OR 617.0501, 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 Ell-Tone Enterprises, Inc.
2. The name and address of the registered agent and office is:
Ellen Thomas, 1009 Riggs Street Port Charlotte, FL 33952.

Having been named as the 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.

Ellen Thomas
Ellen Thomas

March 20, 1995

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