

P950000 27938

LETTER OF TRANSMITTAL

To: Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, Fl. 32314

In Re: **CUSHION DECK SYSTEMS INC.**

Gentlemen;

Enclosed please find the original and one copy of the Articles of Incorporation for **CUSHION DECK SYSTEMS INC.**, together with my check for \$ 70.00.

This represents the cost of the Filing Fees, and the fee for Registered Agent Designation for the above named Corporation.

Sincerely,

CUSHION DECK SYSTEMS INC.
Kevin Bagnall
2957 Palmetto Court
Palm Harbor, Florida 34683
813-725-0989

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-04/05/95--01102--002
****140.00 *****70.00

31
4/10

**ARTICLES OF INCORPORATION
of
CUSHION DECK SYSTEMS INC.**

The undersigned subscriber(s) to these Articles of Incorporation, natural persons competent to contract, hereby form a corporation under the Florida Business Corporation Act.

ARTICLE I CORPORATE NAME

The name of the corporation shall be:

CUSHION DECK SYSTEMS INC.

ARTICLE II DURATION

This corporation shall exist perpetually unless dissolved according to the Laws of the State of Florida.

ARTICLE III PURPOSE

The corporation is hereby organized for the purpose of engaging in any activities or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV INITIAL REGISTERED OFFICE AND AGENT

The principal office address of said corporation shall be:

2957 Palmetto Court
Palm Harbor, Florida 34683

The mailing address of said corporation shall be:

2159 McMullen Booth Rd. Unit 510-280
Clearwater, Florida 34621

The name and street address of the Initial Registered Agent of this corporation is:

Kevin Bagnall
2957 Palmetto Court
Palm Harbor, Florida 34683

FILED
JAN 5 1988
CLERK OF CIRCUIT COURT
JAN 5 1988
JAN 5 1988

ARTICLE V CAPITAL STOCK

The corporation is authorized to issue One Hundred (100) shares of Common Stock which shall be designated "Common Shares". All or any part of said shares may be issued by this corporation from time to time and for such consideration as may be determined upon or fixed by the Board of Directors, as provided by law.

ARTICLE VI INITIAL BOARD OF DIRECTORS

This corporation shall have director(s) initially. The number of directors may be either increased or diminished from time to time by the by-laws, but shall never be less than one (1). The name(s) and address(es) of the initial director(s) of this corporation are as follows:

Kevin Bagnall, President

2159 McMullen Booth Rd. Unit 510-280 Clearwater, Florida 34621

ARTICLE VII INCORPORATORS

The name(s) and address(es) of the incorporator(s) signing these Articles of Incorporation are as follows:

Kevin Bagnall, President

2159 McMullen Booth Rd. Unit 510-280 Clearwater, Florida 34621

ARTICLE VIII INDEMNITY

Directors of the corporation shall not be liable to either the corporation or its stockholders for monetary damages for a breach of fiduciary duties unless the breach is one which invokes:

- (a) a director's duty of loyalty to the corporation or its stockholders;
- (b) any acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law;
- (c) liability for unlawful payments of dividends or unlawful stock purchases or redemption by the corporation;
- (d) a transaction from which the director derived an improper personal benefit.

IN WITNESS WHEREOF, under penalty of perjury, the undersigned subscriber(s) have executed these Articles of Incorporation this 4th day of APRIL 1995.

Kevin Raynell
Signature

Signature

Signature

Signature

**CERTIFICATE AND ACKNOWLEDGMENT
OF REGISTERED AGENT**

***CERTIFICATE OF REGISTERED AGENT
OF***

CUSHION DECK SYSTEMS INC.

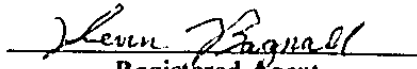
Pursuant to the provisions of section 607.0501 or 617.0501 Florida Statutes, the undersigned corporation organized under the laws of the State of Florida, submits the following statement in designating the Registered Agent/Registered Office in the State of Florida.

The name and address of the of the Registered Agent and Office is as stated immediately below:

Kevin Bagnall
2957 Palmetto Court
Palm Harbor, Florida 34683

ACKNOWLEDGMENT

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, Kevin Bagnall, hereby accept the appointment as Registered Agent and agree to act in this capacity. I, Kevin Bagnall, 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.


Registered Agent

P95000027938



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35 NOV 13 PM 4:26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCOUNT NO. : 072100000032
REFERENCE : 731962 8968A
AUTHORIZATION : Patricia Pyjunt
COST LIMIT : \$ 87.50

ORDER DATE : November 9, 1995

000001688880

ORDER TIME : 12:35 PM

ORDER NO. : 731962

CUSTOMER NO: 8968A

CUSTOMER: Charlotte Barone, Legal Asst
Salem Saxon & Neilson, P.A.
Suite 3200, One Barnett Plaza
101 East Kennedy Boulevard
Tampa, FL 33602

FILE
2ND

DOMESTIC AMENDMENT FILING

NAME: CUSHION DECK SYSTEMS, INC.

ARTICLES OF AMENDMENT
XX RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Lori R. Dunlap

EXAMINER'S INITIALS:

RECEIVED
NOV 13 1995
Name Change
Amended
& Restated
Art. of
Incorp.
11/19/95
DC



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

November 13, 1995

CSC NETWORKS
ATTN: LORI R. DUNLAP

*Please give the 13445
file dot*

SUBJECT: CUSHION DECK SYSTEMS INC.
Ref. Number: P95000027938

We have received your document for CUSHION DECK SYSTEMS INC. and the authorization to debit your account in the amount of \$87.50. However, the document has not been filed and is being returned for the following:

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation"); and the registered agent's signature.

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) 487-6906.

Darlene Connell
Corporate Specialist

Letter Number: 295A00050244

AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF CUSHION DECK SYSTEMS INC.

I, the undersigned, being the President of CUSHION DECK SYSTEMS INC., a Florida Corporation, hereby certifies that the following Amendments and Restatement of the Articles of Incorporation was duly adopted by the sole Director and the sole Shareholder by written consent on the 7th day of November, 1995:

AMENDMENT

Article I is hereby amended to read as follows:

ARTICLE I. NAME OF CORPORATION

The name of this corporation shall be
CUSHIONDECK SYSTEMS, INC.

AMENDMENT

Article III is hereby amended to read as follows:

ARTICLE III. GENERAL NATURE OF BUSINESS

The general nature of the business and objects to be transacted, promoted or carried on are to do any and all of the things hereinafter mentioned as fully and to the same extent as natural persons might or could do, to-wit:

(a) To such extent as a corporation organized under the laws of this state may now or hereafter lawfully do, to do, either as principal or agent and either alone or in connection with other corporations, firms, or individuals, all and everything necessary, suitable, convenient, or proper for, or in connection with, or incident to, the

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

55 NOV 13 PM 4:26

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accomplishment of any of the purposes or the attainment of any one or more of the objects herein enumerated, or designed directly or indirectly to promote the interests of this Corporation or to enhance the value of its properties; and in general to do any and all things and exercise any and all powers, rights, and privileges which a corporation may now or hereafter be organized to do or to exercise under the laws of this state or under any act amendatory thereof, supplemental thereto, or substituted therefor.

(b) To manufacture, purchase or otherwise acquire and to own, mortgage, pledge, sell, assign and transfer or otherwise dispose of, and to invest, trade, deal in and deal with goods, wares, merchandise, and other personal property of every class and description whatsoever.

(c) To buy, sell, manufacture, repair, alter and exchange, let or hire, export and deal in all kinds of articles and things which may be required for the purposes of any of the said businesses, or commonly supplied or dealt in by persons engaged in any such business of which may seem capable of being dealt with

profitably in connection with any of the said businesses.

(d) To purchase, hold, sell, improve, and lease real estate, and to mortgage and encumber the same and to erect, manage, care for and maintain buildings thereon. To acquire in any manner, enjoy, utilize, hold, sell, assign, lease, mortgage or otherwise dispose of, letters of patent of the United States, or any foreign country, patents, patent rights, licenses and privileges, inventions, improvements and processes, copyrights, trade marks and trade names or pending applications therefor, relating to or useful in connection with any business of the Corporation or other corporation in which the Corporation may have an interest as a stockholder or otherwise.

(e) To hold, purchase or otherwise acquire or be interested in, to sell, assign, pledge, or otherwise dispose of capital stock, bonds, or other evidences of debt issued or created by any other corporation, whether foreign or domestic or whether now or hereafter organized and while the holder of such shares of stock to exercise all the

rights and privileges of ownership, including the right to vote thereon, to the same extent as a natural person might or could do, and, subject to the provisions of law, to purchase or otherwise acquire, hold and reissue the shares of its own capital stock.

(f) In general, to have and exercise any other powers conferred by the laws of the State of Florida, upon corporations generally, it being hereby expressly provided that the foregoing numeration of specified powers shall not be held to limit or restrict in any manner the general powers of the Corporation.

AMENDMENT

Article IV is hereby amended to read as follows:

ARTICLE IV. PRINCIPAL PLACE OF BUSINESS AND REGISTERED AGENT

The principal place of business of the corporation is to be located at 3114 Alt. U.S. 19, Suite A, Palm Harbor, Florida 34683, however, with the privilege of having branch offices or places of business in any place or places within or without the State of Florida; the registered agent whose office is located at SALEM, SAXON & NIELSEN, P.A., 101 East Kennedy Boulevard, Suite 3200, Tampa, Florida 33602, shall be, until otherwise designated, Evin L. Netzer, Esq.

AMENDMENT

Article V is hereby amended to read as follows:

ARTICLE V. CAPITAL STOCK

1. The aggregate number of shares which this Corporation shall be authorized to issue is Seven Thousand Five Hundred (7,500) shares of common stock with a par value of One Dollar (\$1.00) per share. The Corporation shall not have the authority to issue shares in series.
2. The whole or any part of the capital stock of this Corporation shall be payable in lawful money of the United States of America, or property, labor or services at a just valuation fixed by the Board of Directors.
3. Property, labor, or services may also be purchased with the capital stock of this Corporation at such valuation as may be fixed by the Board of Directors.

Article VI is hereby amended to read as follows:

ARTICLE VI. BOARD OF DIRECTORS

The affairs of the Corporation shall be conducted by a Board of Directors composed of not less than one (1) person, who need not be a Stockholder. The number of Directors may be increased or decreased from time to time by

the By-Laws adopted by the stockholders, but shall never be less than one (1) person and none of the Directors need be Stockholders.

Article IX is hereby created to read as follows:

ARTICLE IX. REGULATION OF INTERNAL AFFAIRS

1. Meetings of Shareholders and Directors.

Meetings of the Shareholders and Directors of this Corporation may be held either within or without the State of Florida at such place or places as may from time to time be designated in the By-Laws or by resolution of the Board of Directors.

2. By-Laws. The initial By-Laws of the Corporation shall be adopted by its Board of Directors. The power to amend or repeal the By-Laws or to adopt new By-Laws shall be in the Shareholders, but the affirmative vote of the holders of a majority of the shares outstanding shall be necessary to exercise that power. The By-Laws may contain any provisions for the regulation and management of this Corporation which are consistent with the Laws of the State of Florida and these Articles of Incorporation.

3. Contracts in Which Directors Have an Interest. Any contract or other transaction

of this Corporation with any person, firm or corporation or any contract or other transaction in which this Corporation is interested shall not be invalidated or affected by (a) the fact that one or more of the Directors of this Corporation is interested in or is a Director or Officer of another corporation; provided that the acts of any Director so interested are made in good faith, or, (b) the fact that any Director, individually or jointly with others, may be a party to, or may be interested in the contract or transaction; provided that the acts of any Director so interested are made in good faith, and each person who may become a Director of this Corporation is hereby relieved from any liability that might otherwise arise by reason of his contracting with this Corporation for the benefit of himself or any firm or corporation in which he may be interested.

4. Compensation of Directors. The Board of Directors shall have the authority to make provisions for reasonable compensation to its members for their services as Directors and to fix the basis and conditions upon which compensation shall be paid. Any Director may

also serve the Corporation in any other capacity and receive compensation therefor in any form.

AMENDMENT

Article X is hereby created to read as follows:

ARTICLE X. PERFORMANCE OF BUSINESS

The business of the Corporation shall be conducted by a President and Secretary and such other assistant officers as may be deemed appropriate by the Board of Directors at such time and in such manner as may be prescribed by the Code of By-Laws.

AMENDMENT

Article XI is hereby created to read as follows:

ARTICLE XI. INTENTION OF SUBSCRIBER

It is the intention of the subscriber to the Articles of Incorporation and to the capital stock as above set forth, that this Corporation shall remain a closed corporation, and that Stockholders of this Corporation may enter into such Stockholder and Trustee Agreements with other Stockholders of this Corporation as they may see fit, in order to carry out this intention; provided, however, that the Stockholder or Trustee Agreements

must be noted upon the margin of the stock of the Corporation.

AMENDMENT

Article XII is hereby created to read as follows:

ARTICLE XII. PREEMPTIVE RIGHTS

Each Shareholder of the Corporation shall have the preemptive right to purchase, subscribe for, or receive a right or rights to purchase or subscribe for, at the price for which it is offered to others, that Shareholder's pro rata portion of the following:

A. Any stock of any class that the Corporation may issue or sell, whether or not exchangeable for any stock of the Corporation of any class or classes, and whether or not of unissued shares authorized by the Articles of Incorporation as originally filed or by any amendment thereof or out of shares of stock of the Corporation acquired by it after the issuance thereof, and whether issued for cash or other consideration;

B. Any obligation that the Corporation may issue or sell which is convertible into or exchangeable for any stock of the Corporation of any class or classes, or to which is attached or appurtenant any warrant or warrants or other instruments conferring on

the holder the right to subscribe for or purchase from the Corporation any shares of its stock of any class or classes;

C. Stock issued as compensation to directors, officers, agents, or employees of the Corporation or its subsidiaries or affiliates;

D. Stock issued to satisfy conversion or option rights created to provide compensation to directors, officers, agents, or employees of the Corporation or its subsidiaries or affiliates;

E. Shares authorized in Articles of Incorporation that are issued within six (6) months from the effective date of incorporation; and

F. Shares sold otherwise than for money.

This right shall be deemed waived by any Shareholder who does not exercise it and pay for the shares preempted within forty (40) days after the giving of written notice by the Corporation stating the price, terms and conditions of the issue of shares and inviting the Shareholder to exercise this preemptive right. This right may also be waived by a written waiver signed by the Shareholder.

AMENDMENT

Article XIII is hereby created to read as follows:

ARTICLE XIII. AMENDMENTS

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by it to the Stockholders, and approved at a Stockholders' meeting by a majority of the Stockholders entitled to vote thereon.

In all other respects, the Articles of Incorporation shall remain as they were prior to this Amendment and Restatement being adopted.

IN WITNESS OF THE FOREGOING, I hereby set my hand and seal this 7th day of November, 1995.

ATTEST:

Kevin Bagnall
KEVIN BAGNALL, SECRETARY

By: Kevin Bagnall
KEVIN BAGNALL, PRESIDENT

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me this 7th
day of November, 1995, by KEVIN BAGNALL, and he executed the
foregoing Amended and Restated Articles of Incorporation as
President and Secretary of CUSHION DECK SYSTEMS, INC.

Charlotte R. Barone
Notary Public, State of

Print, Type or Stamp Name



CHARLOTTE R. BARONE
MY COMMISSION # CC 186870 EXPIRES
April 23, 1998
BONDED THRU TROY FARM INSURANCE, INC.

Personally Known _____ OR Produced Identification ✓

Type of Identification Produced FLORIDA DRIVER'S LICENSE

ATTACHMENT TO
AMENDED CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR
THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHICH
PROCESS MAY BE SERVICED

CUSHION DECK SYSTEMS, INC.,
a Florida corporation

Having been named as registered agent and to accept service of process for the above stated corporation, 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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as registered agent.


EVIN L. NETZER, ESQUIRE
REGISTERED AGENT

DATED: 11/28/95

Date of Incorporation: April 5, 1995
Document Number: P95000027938

P95 0000 27938



ACCOUNT NO. : 0721000000032

REFERENCE : 731962 8968A

AUTHORIZATION : Patricia Pizant

COST LIMIT : \$ 87.50

500001683828

ORDER DATE : November 9, 1995

ORDER TIME : 12:32 PM

ORDER NO. : 731962

CUSTOMER NO: 8968A

CUSTOMER: Charlotte Barone, Legal Asst
Salem Saxen & Neilson, P.A.
Suite 3200, One Barnett Plaza
101 East Kennedy Boulevard
Tampa, FL 33602

DOMESTIC AMENDMENT FILING

NAME: CUSHION DECK SYSTEMS, INC.

ARTICLES OF AMENDMENT
RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Lori R. Dunlap

EXAMINER'S INITIALS: _____

FILED
NOV 13 PM 4:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

8/13/224-9000
Charlotte Barone

File 1st

Charlotte Barone

Title: 11-29-95
DC

RA Change
11-29-95
DC

RECEIVED
NOV-9 PM 2:24



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

November 13, 1995

CSC NETWORKS
ATTN: LORI R. DUNLAP

SUBJECT: CUSHION DECK SYSTEMS INC.
Ref. Number: P95000027938

We have received your document for CUSHION DECK SYSTEMS INC. and the authorization to debit your account in the amount of \$87.50. However, the document has not been filed and is being returned for the following:

The attached form must be completed in order to file the document.

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) 487-6906.

Darlene Connell
Corporate Specialist

Letter Number: 495A00050246

STATEMENT OF CHANGE OF REGISTERED OFFICE OR REGISTERED AGENT OR BOTH FOR CORPORATIONS

Pursuant to the provisions of sections 607.0502, 617.0502, 607.1508, or 617.1508, F.S., the undersigned corporation organized under the laws of the State of Florida submits the following statement in order to change its registered office or registered agent, or both, in the State of Florida.

FIRST - THAT CUSHION DECK SYSTEMS, INC., INCORPORATED UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS CURRENT REGISTERED AGENT BEING KEVIN BAGNALL AND ITS CURRENT REGISTERED OFFICE AT 2957 PALMETTO COURT IN THE CITY OF PALM HARBOR, STATE OF FLORIDA, HAS NAMED EVIN L. NETZER, ESQUIRE, SALEM, SAXON & NIELSEN, P.A., 101 EAST KENNEDY BOULEVARD, SUITE 3200, TAMPA, STATE OF FLORIDA, ³³⁶⁰² AS ITS NEW REGISTERED AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

SECOND - THAT SUCH CHANGE WAS AUTHORIZED BY THE UNDERSIGNED, SO AUTHORIZED BY THE BOARD OF DIRECTORS.



KEVIN BAGNALL, PRESIDENT
DATE: November 7, 1995

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATED TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.

SIGNATURE: 
EVIN L. NETZER, ESQUIRE
(REGISTERED AGENT)

DATE: November 7, 1995

SALEM, SAXON & NIELSEN

ATTORNEYS AT LAW

Professional Association

STEVEN M. DEKMA
C. GRAHAM CARROLL, JR.
J. DRAZIER CARRA
LISA M. CASTELL
NATHAN M. COLLIER
KEVIN W. DOWMAN
ROY J. FORD, JR.
MICHAEL L. GILMORE

ANTONIO GUANAJANS
MARILYN MULLIN HADLEY
W. TODD LAX
THOMAS M. LOMAX
KYLE M. MATHIAS
MICHAEL A. MATHIAS
MICHAEL J. PALERMO

STANLEY D. ROTH
RICHARD J. SAXON
DORRICK S. SAXON
STANLEY S. SAXON
DAVID J. TOLSON
TAMARA L. WALL

JOHN CRIMMER
OF COUNSEL

July 10, 1997

Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

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-07/14/97--01082--004
*****87.50 *****87.50

RE: Cushiondeck Systems, Inc./General Business Matters
Our File Number: 063056.01

Gentlemen:

In connection with the above-captioned matter, enclosed please find Statement of Resignation of Registered Agent and Registered Office in connection with the above-captioned active Florida corporation. Also enclosed is our firm check in the amount of \$87.50 to cover the cost of filing this Resignation.

Pursuant to the provisions of Section 607.0502, Florida Statutes, a copy of this Statement of Resignation of Registered Agent and Registered Office has been mailed to Cushiondeck Systems, Inc. at its principal office address as indicated in the records of the Florida Secretary of State.

If you have any questions in connection with the foregoing, please feel free to contact us.

Very truly yours,

SALEM, SAXON & NIELSEN, P.A.

Evin L. Netzer

cb/cb3

Enclosures

cc: Cushiondeck Systems, Inc. (w/enc.)
Via Certified Mail, Return Receipt Requested
Samuel R. Mandelbaum, Esq. (w/enc.)

F:\DATA\WP\CB\FORMS\CUSHDECK.SOS

APPROVED
AND
FILED

SECRETARY OF STATE
TALLAHASSEE, FLORIDA
DIVISION OF CORPORATIONS
JUL 13 1997

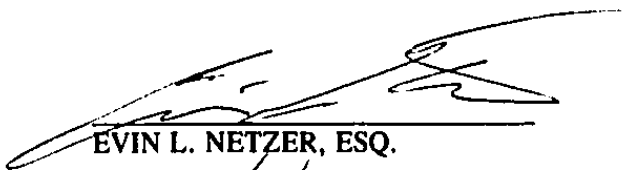
Handwritten notes and signatures, including "P450002237183" and "7/12/97".

STATEMENT OF RESIGNATION

Pursuant to the provisions of Section 607.0502, Florida Statutes, the undersigned presents this Statement of Resignation in connection with the corporation set out below, organized under the laws of the State of Florida, and submits the following statement in order to resign as registered agent and terminate the registered office:

1. The name of the corporation is Cushiondeck Systems, Inc.
2. The principal office address of the corporation is 3114 Alt. U.S. 19, Suite A, Palm Harbor, FL 34683.
3. The date of incorporation is April 5, 1995 and the corporation was assigned document number P95000027938.
4. The name and address of the current registered agent and office is: Evin L. Netzer, Esq.,
101 E. Kennedy Boulevard, Suite 3200, Tampa, FL 33602.

I hereby resign as registered agent for Cushiondeck Systems, Inc. and have mailed a copy of this Statement of Resignation to Cushiondeck Systems, Inc., at its principal office address stated in paragraph 3, above. I further acknowledge that my capacity as registered agent will terminate the 31st day after the date this statement is filed and my termination as registered agent will also act as a termination of the registered office.


EVIN L. NETZER, ESQ.

Dated: 6/18/97