



ACCOUNT NO. : 0721000032

REFERENCE : 598661 5674A

AUTHORIZATION :

COST LIMIT : \$ 122.50

ORDER DATE : May 12, 1995

ORDER TIME : 9:14 AM

ORDER NO. : 598661

200001491632

CUSTOMER NO: 5674A

CUSTOMER: Jayne Lawton, Legal Assistant
KIMPTON BURKE & WHITE

Suite 203
28059 U.S. Highway 19, North
Clearwater, FL 34621

DOMESTIC FILING

NAME: ELLINGTON GROUP, INC.

XX ARTICLES OF INCORPORATION
CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Debbie Skipper

EXAMINER'S INITIALS: _____

RECEIVED
95 MAY 17 AM 11:54
DIVISION OF CORPORATION

FILED
95 MAY 17 AM 8:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T. BROWN MAY 18 1995

ARTICLES OF INCORPORATION
OF
ELLINGTON GROUP, INC.

FILED
95 MAY 17 AM 8:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

ELLINGTON GROUP, INC.

The address of the principal office of this corporation shall be 10010 U.S.19, Port Richey, Florida 34668, and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 100 shares of common stock having \$1.00 par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 1201 Hays Street, Tallahassee, Florida 32301, and the name of the initial registered agent of the corporation at that address is Corporation Service Company.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. SPECIAL PROVISION

This corporation shall be organized to comply with the provisions of Subchapter S of the Internal Revenue code, 26 U.S.C. 1361 et. seq., and shall take all actions necessary to obtain and maintain its status as an S corporation as defined therein.

ARTICLE VII. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation:

Corporation Service Company
1201 Hays Street
Tallahassee, Florida 32301

IN WITNESS WHEREOF, the undersigned agent of
Corporation Service Company, has hereunto set their hand
and seal of Corporation Service Company on May 17, 1995.

CORPORATION SERVICE COMPANY

By: *Gail Shelby*
Its Agent, Gail Shelby)

ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION

Corporation Service Company, a Delaware
corporation authorized to transact business in this
State, having a business office identical with the
registered office of the corporation named above, and
having been designated as the Registered Agent in the
above and foregoing Articles, is familiar with and
accepts the obligations of the position of Registered
Agent under Section 607.0505, Florida Statutes.

CORPORATION SERVICE COMPANY

By: *Gail Shelby*
Its Agent, Gail Shelby)

TLR/dks

LAW OFFICES OF

P95000039290

KIMPTON, BURKE & WHITE, P.A.

WILLIAM J. KIMPTON
ROBERT C. BURKE, JR.
LANGFRED W. WHITE
RICHARD T. HEIDEN

FAX (813) 796-0909

COUNTRYSIDE/PALM HARBOR OFFICE
20050 U.S. HIGHWAY 19 NORTH, SUITE 203
CLEARWATER, FL 34621
TELEPHONE (813) 791-0063

BEACH OFFICE
110 ISLAND WAY, ISLAND ESTATES
CLEARWATER BEACH, FL 34630
TELEPHONE (813) 446-7712

Reply to: COUNTRYSIDE/PALM HARBOR OFFICE

June 5, 1995

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

100001511721
-06/13/95--01048--003
*****35.00 *****35.00

RE: ELLINGTON GROUP, INC.
Our File No. 7688.000

Gentlemen:

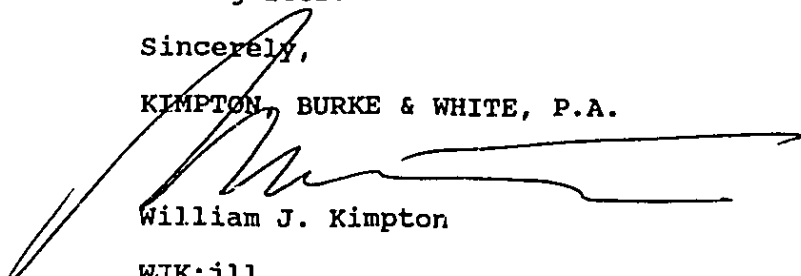
Enclosed is Registered Agent Certificate designating new Registered Agent for the captioned corporation. Please file the same in the records of your office.

Please date stamp the duplicate copy enclosed with the filing information and return in the self-addressed, stamped envelope also enclosed.

Further enclosed is our check in the amount of \$35.00 covering your filing fees.

Sincerely,

KIMPTON, BURKE & WHITE, P.A.


William J. Kimpton

WJK:jl1
Enclosures

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 JUN 12 AM 9:35

SH 6/19

Change of RA

Florida Department of State, Jim Smith, Secretary of State

**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,
Florida Statutes, 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.

- 1a. The name of the corporation is: ELLINGTON GROUP, INC.
- 1b. Date of incorporation May 17, 1995 Document number P95000039290
2. The name and address of the current registered agent and office:
Corporation Service Company
1201 Hays Street, Tallahassee, FL 32301
3. The name and address of the new registered agent and office:
(P.O. Box Not Acceptable)
John P. Frank, Jr., 10010 U.S. Highway 19, Port Richey, FL 34668

The street address of its registered agent and the street address of the business office
of its registered agent as changed will be identical.

Such change was authorized by resolution duly adopted by its board of directors or by
an officer so authorized by the board.

x [Signature]
June 8, 1995
DATE

John P. Frank, Jr., President
Typed or printed name and title

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 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 COM-
PLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT
THE OBLIGATION OF MY POSITION AS REGISTERED AGENT.

SIGNATURE x [Signature]
DATE June 8, 1995
(Registered Agent)

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