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NORTON AND MARRYOTT, P. A.
ATTORNEYS AND COUNSELLORS AT LAW

BARNETT BANK BUILDING
SUITE 400
PUNTA GORDA, FLORIDA

* ROBERT J. NORTON
* THOMAS D. MARRYOTT
* KEVIN C. SHIRLEY

* ALSO ADMITTED TO MICHIGAN BAR
* REGISTERED PATENT ATTORNEY

August 16, 1995

MAILING ADDRESS
100 EAST OLYMPIA AVE.
SUITE 400
PUNTA GORDA, FL 33980
TELEPHONE (813) 696-0011

DIVISION OF CORPORATIONS
P O BOX 6327
TALLAHASSEE FL 32314

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*****70.00 *****70.00

To Whom it may concern:

RE: E.T.S.M., INCORPORATED

Enclosed please find an original and one (1) copy of Articles for the above-stated corporation not for profit.

Also, enclosed is our check in the amount of Seventy (\$70.00) Dollars. Please file same and return copy to address above.

Thank you for your courtesy and assistance in this matter.

Sincerely,

NORTON AND MARRYOTT, P. A.,

Kevin C. Shirley
Kevin C. Shirley, Esquire

Enclosure(s)

AUG 21 1995 BS

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95 AUG 18 AM 9:13
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
E.T.S.M., INCORPORATED

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ARTICLE I. NAME

The name of this corporation is E.T.S.M. INCORPORATED

ARTICLE II. DURATION

This corporation shall exist perpetually.

ARTICLE III. PURPOSE

The purpose of this corporation is to engage in all lawful business under the Florida General Corporation Act.

In connection with said business, this corporation shall have the following powers, which shall not be deemed to exclude those other corporation powers granted by law.

To contract debts, borrow money and issue and sell or pledge notes and other evidences of indebtedness, and execute such mortgages, transfer of corporate property, or other instruments to secure the payment of corporate indebtednesses as required.

To conduct business in, have one or more offices in, and hold, mortgage, sell, convey, lease or otherwise dispose of real and personal property, including franchises, patents, copy rights, trademarks, and licenses in the State of Florida, and in all other states and countries.

To purchase, hold, sell and transfer shares of its own capital stock, provided that the corporation shall purchase none of its own capital stock, except from the surplus of its assets over its liabilities, including capital, and shares of its own

capital stock owned by the corporation shall not be voted directly or indirectly, or counted as outstanding for the purpose of any stockholders quorum or vote.

ARTICLE IV. CAPITAL STOCK

This corporation is authorized to issue 100 shares of \$1.00 par value common stock, which stock shall be designated as "Common shares".

ARTICLE V. VOTING RIGHTS

Except as otherwise provided by law, the entire voting powers for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding common shares.

ARTICLE VI. INITIAL REGISTERED AGENT AND OFFICE

The street address of the initial registered office of this corporation is 126 E. Olympia Avenue, Suite 408, Punta Gorda, Florida. The initial registered agent at that address is KEVIN C. SHIRLEY.

ARTICLE VII. INITIAL OFFICERS

The initial officers of this corporation and their addresses are as set forth below. Said officers shall serve until such time as their successors are elected and qualified.

<u>NAME</u>	<u>TITLE</u>	<u>ADDRESS</u>
Dale A. Trautman	President Secretary	35 Sandy Cove Sarasota, Florida
Jamie Lukes	Vice President Treasurer	35 Sandy Cove Sarasota, Florida

ARTICLE VIII. INITIAL DIRECTORS.

This corporation shall have 2 directors initially who shall serve until their successor is elected and qualified. The number of directors may be increased from time to time by the By-Laws but shall not be less than 1. The names and addresses of the initial directors are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Dale A. Trautman	35 Sandy Cove Sarasota, Florida
Jamie Lukes	35 Sandy Cove Sarasota, Florida

ARTICLE IX. INCORPORATORS

The names and addresses of the persons signing these articles are:

<u>NAME</u>	<u>ADDRESS</u>
Dale A. Trautman	35 Sandy Cove Sarasota, Florida
Jamie Lukes	35 Sandy Cove Sarasota, Florida

ARTICLE X. BY-LAWS

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and the Shareholders.

ARTICLE XI. RESTRICTION ON TRANSFER OF STOCK

Shares of capital stock of this corporation shall be issued initially to the following persons in the amount set forth next to their name:

Dale A. Trautman	51 shares
Jamie Lukes	49 shares

Shares held by the initial shareholders above may not be resold or otherwise transferred to other persons unless such shares are first offered to the remaining shareholders of this corporation. The price and terms of which and the time within which such shares may be offered and sold shall be further specified in written agreement among all of the shareholders and this corporation.

ARTICLE XII. CUMULATIVE VOTING

At each election for directors every shareholder entitled to vote at such election shall have the right to cumulate his votes by giving one candidate as many votes as the number of directors to be elected at that time multiplied by the number of his shares, or by distributing such votes on the same principal among any number of such candidates.

ARTICLE XIII. SHAREHOLDERS MEETING REQUIRED

A shareholders meeting may be called by any shareholder upon thirty (30) days written notice thereof actually delivered upon all other shareholders.

ARTICLE XIV. MANAGEMENT OF CORPORATION BY SHAREHOLDERS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of this corporation shall be managed under the direction of the shareholders of this corporation.

ARTICLE XV. AMENDMENTS

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment thereto and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation this 26 day of

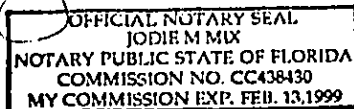
June 1995.

Dale A. Trautman
DALE A. TRAUTMAN, President
Jamie Lukes
JAMIE LUKES, Vice President

STATE OF FLORIDA
COUNTY OF CHARLOTTE

BEFORE ME, the undersigned officer, personally appeared DALE A. TRAUTMAN to me known and known by me to be the person described in and who executed the foregoing Articles of Incorporation, and did so for the purposes therein expressed.

June WITNESS my hand and seal this 26 day of 1995.



STATE OF FLORIDA
COUNTY OF SARASOTA

Jodie M. Mix
NOTARY PUBLIC STATE OF FLORIDA

BEFORE ME, the undersigned officer, personally appeared JAMIE LUKES to me known and known by me to be the person described in and who executed the foregoing Articles of Incorporation, and did so for the purposes therein expressed.

June WITNESS my hand and seal this 26 day of 1995.

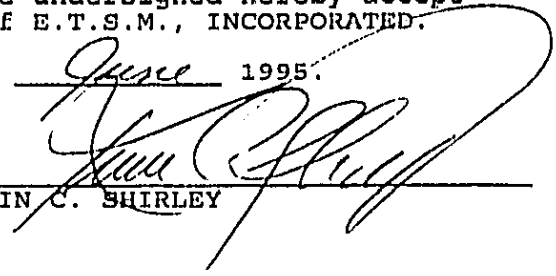


Sharron L. Staples
NOTARY PUBLIC STATE OF FLORIDA

**ACCEPTANCE OF DESIGNATION AS
REGISTERED AGENT**

I, KEVIN C. SHIRLEY, the undersigned hereby accept
designation as registered agent of E.T.S.M., INCORPORATED.

Dated this 27 day of June 1995.



KEVIN C. SHIRLEY

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA