

1201 HAYS STREET  
TALLAHASSEE, FL 32301  
904-222-9171  
904-222-9172 FAX

800-342-8086



*Handwritten:* P100010033

ACCOUNT NO. : 072100000032

REFERENCE : 826243 161599A

AUTHORIZATION :

COST LIMIT : \$ PREPAID

ORDER DATE : January 31, 1996

ORDER TIME : 10:19 AM

ORDER NO. : 826243

CUSTOMER NO: 161599A

CUSTOMER: Daryl B. Cramer, Esq  
DARYL B. CRAMER, P.A.

1 Clearlake Centre, Suite 201  
250 Australian Avenue  
West Palm Beach, FL 33401-5010

4 FEB 01 17:01:23Z  
-01/31/96-01069-004  
\*\*\*122.50 \*\*\*122.50

DOMESTIC FILING

NAME: ASSET ENHANCEMENTS MANAGEMENT,  
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: VICKI PEREZ

EXAMINER'S INITIALS:

RECEIVED  
96 JAN 31 PM 12:07  
DIVISION OF CORPORATION  
FILED  
96 JAN 31 AM 9:20  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

I. BROWN FEB - 1 1996

**ARTICLES OF INCORPORATION  
OF  
ASSET ENHANCEMENTS MANAGEMENT, INC.**

FILED  
96 JAN 31 AM 9:20  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned hereby establishes the following for the purpose of becoming a Corporation under the laws of the State of Florida, by and under the provisions of the Statutes of the State of Florida providing for the formation, liability, rights, privileges and immunities of a Corporation for profit.

**ARTICLE I**

Name of Corporation

The name of this Corporation shall be ASSET ENHANCEMENTS MANAGEMENT, INC. (the "Corporation").

**ARTICLE II**

Mailing Address

The mailing address of the Corporation is c/o Daryl B. Cramer, P.A., One Clearlake Centre, 250 Australian Avenue South, Suite 201, West Palm Beach, Florida 33401.

**ARTICLE III**

Purpose

This Corporation is organized for the following purposes:

- (a) To have and to exercise all the powers now or hereafter conferred by the laws of the State of Florida upon corporations organized pursuant to the laws under which the Corporation is organized and any and all acts amendatory thereof and supplemental thereto.
- (b) For the purpose of transacting any or all lawful business.
- (c) To do any and everything pertinent to the above.

#### ARTICLE IV

##### Capital Stock

This Corporation is authorized to issue One Thousand (1,000) shares of One Dollar (\$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 the issuance of fractional shares) at the price at which it is offered to others.

#### ARTICLE VI

##### Corporate Duration

This Corporation shall have perpetual duration unless sooner dissolved by law.

#### ARTICLE VII

##### Initial Registered Office and Agent

The street address of the initial registered office of this Corporation is c/o Daryl B. Cramer, P.A., One Clearlake Centre, 250 Australian Avenue South, Suite 201, West Palm Beach, Florida 33401, and the name of the initial registered agent of this Corporation at that address is Daryl B. Cramer, Esq.

#### ARTICLE VIII

##### Board of Directors

This Corporation shall have two (2) directors initially. The number of directors may either be increased or diminished from time to time by the Bylaws but shall never be less than one (1). The name and address of the initial directors of this Corporation are as follows:

WILLIAM P. MYERS

c/o Daryl B. Cramer, P.A.  
One Clearlake Centre  
250 Australian Avenue South, Suite 201  
West Palm Beach, Florida 33401-5010

ROBERT J. STEEN

c/o Daryl B. Cramer, P.A.  
One Clearlake Centre  
250 Australian Avenue South, Suite 201  
West Palm Beach, Florida 33401-5010

#### ARTICLE IX

##### Bylaws

The power to adopt, alter, amend or repeal Bylaws shall be vested in the Board of Directors and the shareholders.

#### ARTICLE X

##### Indemnification

The Corporation shall indemnify any officer or director or any former officer or director, to the full extent permitted by law.

#### ARTICLE XI

##### Incorporator

The name and address of the person signing these Articles is as follows:

Daryl B. Cramer, Esq.  
Daryl B. Cramer, P.A.  
One Clearlake Centre  
250 Australian Avenue South, Suite 201  
West Palm Beach, Florida 33401

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 30th day of January, 1996.

  
\_\_\_\_\_  
Daryl B. Cramer, Incorporator

FILED  
96 JAN 31 AM 9:20  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**CERTIFICATE DESIGNATING PLACE OF BUSINESS  
OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA,  
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE  
FOLLOWING IS SUBMITTED:

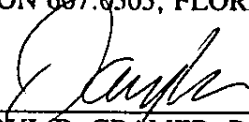
THAT ASSET ENHANCEMENTS MANAGEMENT, INC., DESIRING TO ORGANIZE  
OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS INITIAL  
REGISTERED OFFICES BEING c/o DARYL B. CRAMER, P.A., ONE CLEARLAKE  
CENTRE, SUITE 201, WEST PALM BEACH, FLORIDA 33401 HAS NAMED DARYL B.  
CRAMER, ESQ., LOCATED AT DARYL B. CRAMER, P.A., ONE CLEARLAKE CENTRE,  
SUITE 201, WEST PALM BEACH, FLORIDA 33401, AS ITS AGENT TO ACCEPT SERVICE  
OF PROCESS WITHIN FLORIDA.



DARYL B. CRAMER, Incorporator

Dated: January 30, 1996

HAVING BEEN NAMED AS REGISTERED AGENT 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 AM FAMILIAR WITH AND AGREE TO COMPLY WITH THE PROVISIONS OF  
ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY  
DUTIES, INCLUDING THE PROVISIONS OF SECTION 607.0505, FLORIDA STATUTES.



DARYL B. CRAMER, Registered Agent

Dated: January 30, 1996

1201 HAYS STREET  
TALLAHASSEE, FL 32301-2607  
904-222-9171  
904-222-0327 FAX

800-342-8086

P96000010033



ACCOUNT NO. : 072100000032

REFERENCE : 204629 161599A

AUTHORIZATION :

COST LIMIT : \$ 87.50

*Patricia Pyjib*

ORDER DATE : December 30, 1996

ORDER TIME : 10:43 AM

ORDER NO. : 204629-005

CUSTOMER NO: 161599A

100002041151--7

CUSTOMER: Daryl B. Cramer, Esq  
Daryl B. Cramer, P.a.  
1 Clearlake Centre, Suite 201  
250 Australian Avenue  
West Palm Beach, FL 33401-5010

DOMESTIC FILINGS

NAME: ASSET ENHANCEMENTS  
MANAGEMENT, INC.

FILED  
96DEC 30 PM 2:52  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

XX ARTICLES OF DISSOLUTION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
       PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Deborah Schroder

EXAMINER'S INITIALS:

12/31  
RECEIVED  
96 DEC 30 PM 12:05  
DIVISION OF CORPORATION  
*Jon*  
Vol. Diss.  
CC



**FLORIDA DEPARTMENT OF STATE**  
**Sandra B. Mortham**  
**Secretary of State**

December 31, 1996

**CSC NETWORKS**  
**DEBORAH**  
**TALLAHASSEE, FL**

**SUBJECT: ASSET ENHANCEMENTS MANAGEMENT, INC.**  
**Ref. Number: P96000010033**

**RESUBMIT**  
Please give original  
submission date as file date.

We have received your document for ASSET ENHANCEMENTS MANAGEMENT, 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 name of the person signing must be typed or printed beneath the 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) 487-6957.

Joy Moon-French  
Corporate Specialist

Letter Number: 596A00057762

RECEIVED  
5 DEC 31 AM 2:41  
DIVISION OF CORPORATIONS

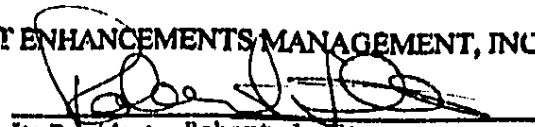
**ARTICLES OF DISSOLUTION OF ASSET ENHANCEMENTS MANAGEMENT, INC.**

1. The name of the corporation is ASSET ENHANCEMENTS MANAGEMENT, INC.
2. Dissolution was authorized on December 27, 1996.
3. The number of votes cast by the shareholders was sufficient for approval.

Dated: December 27, 1996

ASSET ENHANCEMENTS MANAGEMENT, INC.

By:

  
Its President, Robert J. Steen

ATTEST:

  
Its Secretary, Robert J. Steen

FILED  
96 DEC 30 PM 2:52  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA