

P 96 0000 1 2069

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870
 Mailing Address: Post Office Box 10349, Tallahassee, FL 32302
 TOLL FREE No. 1-800-342-8062
 FAX (904) 222-1222

NAME _____
 FIRM _____
 ADDRESS _____

 PHONE () _____

Service: Top Priority _____ Regular _____
 One Day Service Two Day Service

To us via _____ Return via _____

Matter No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

File 1st
~~to file 2775~~
~~WALTON 2854~~
~~2/18/96~~

RE: ~~RACER, INC. FILED~~
 ELDA, INC 96 FEB - 8 AM 9:11

STATE OF FLORIDA
 TALLAHASSEE, FLORIDA

- Capital Express™
- Art. of Inc. File
- _____ Corp. Record Search
- _____ Ltd. Partnership File
- _____ Foreign Corp. File
- () Cert. Copy(s)
- _____ Art. of Amend. File
- _____ Dissolution/Withdrawal
- _____ C U S-
- _____ Fictitious Name File
- _____ Name Reservation
- _____ Annual Report/Reinstatement
- _____ Reg. Agent Service
- _____ Document Filing
- _____ Corporate Kit
- _____ Vehicle Search
- _____ Driving Record
- _____ Document Retrieval
- _____ UCC 1 or 3 File
- _____ UCC 11 Search
- _____ UCC 11 Retrieval
- _____ File No.'s, _____ Copies
- _____ Courier Service
- _____ Shipping/Handling
- _____ Phone () _____
- _____ Top Priority
- _____ Express Mail Prop.
- _____ FAX () _____ pgs.

300001708853
 02/06/96-01096-011
 ****122.50 ****122.50

RECEIVED
 96 FEB - 5 AM 11:04
 DIVISION OF CORPORATIONS
 TALLAHASSEE, FLORIDA

SUBTOTALS _____

REQUEST	TAKEN	CONFIRMED	APPROVED
DATE	2/6/96		
TIME	11:00		CK No. _____
BY	CD		

WALK-IN Will Pick Up _____

FEE.....	_____
DISBURSED.....	_____
SURCHARGE.....	_____
TAX on corporate supplies.....	_____
SUBTOTAL.....	_____
PREPAID.....	_____
BALANCE DUE.....	\$ _____

RECEIVED
 96 FEB - 8 AM 9:11
 DIVISION OF CORPORATIONS
 TALLAHASSEE, FLORIDA

Please remit invoice number with payment
 TERMS: NET 10 DAYS FROM INVOICE DATE
 1 1/2% per month on Past Due Amounts
 Past 30 Days, 18% per Annum.

THANK YOU
 from
 Your Capital Connection



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

February 7, 1996

CAPITAL CONNECTION, INC.
P O BOX 10349
TALLAHASSEE, FL 32302

SUBJECT: ERDA, INC.
Ref. Number: W96000002856

We have received your document for ERDA, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The registered agent and registered office listed in your articles of incorporation must be consistent throughout 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) 487-6915.

Pamela Hall
Document Specialist

Letter Number: 196A00005442

*Corrected,
Thank you, Pam*

RECEIVED
96 FEB -8 11 3 35
DIVISION OF CORPORATIONS



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

February 6, 1996

CAPITAL CONNECTION, INC.
P O BOX 10349
TALLAHASSEE, FL 32302

SUBJECT: ~~DAER, INC.~~
Ref. Number: W9600002775

ERDA, INC.

We have received your document for ~~DAER, INC.~~ and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

If you have any questions concerning the filing of your document, please call (904) 487-6915.

Pamela Hall
Document Specialist

Letter Number: 296A00005189

RECEIVED
96 FEB -7 2 10 17
Division of Corporations

Corrected

ARTICLES OF INCORPORATION
OF
ERDA, INC.

FILED

96 FEB -8 AM 9:12

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation under the Florida Business Corporation Act, Florida Statutes §607.0101, et seq., hereby adopt the following Articles of Incorporation:

ARTICLE ONE

1.01 The name of this corporation is ERDA, INC.

ARTICLE TWO

2.01 The corporation is to have perpetual existence.

ARTICLE THREE

3.01 The corporation is organized for the purpose of transacting any and all lawful business for which corporations may be incorporated under the Florida Business Corporation Act. The corporation shall have all powers permitted to a corporation under the Florida Business Corporation Act as enumerated in Florida Statute §607.0302 and §607.0303.

ARTICLE FOUR

4.01 The aggregate number of shares which the corporation shall have the authority to issue is 1,000, all of which shall be common shares with a par value of \$1.00 per share.

ARTICLE FIVE

5.01 The street address of the initial registered office of the corporation is One North Breakers Row,* Palm Beach, Florida 33480, and the name of the initial Registered Agent at that address is BARRY P. PINCISS. (*Street address 461 Wavecrest/One North Breakers Row)

ARTICLE SIX

6.01 The name and address of the incorporator of this corporation is:

<u>Name</u>	<u>Address</u>
BARRY P. PINCISS	461 Wavecrest One North Breakers Row Palm Beach, Florida 33480

ARTICLE SEVEN

7.01 Two (2) directors shall constitute the initial Board of

Directors of the corporation, but the Bylaws may provide for such increase or decrease in number thereof as is authorized by law.

7.02 The names and addresses of the members of the first Board of Directors are:

<u>Name</u>	<u>Address</u>
BARRY P. PINCISS	461 Wavecrest Row/ One North Breakers Row Palm Beach, Florida 33480
JOANNE WARSHAVER	461 Wavecrest/ One North Breakers Row Palm Beach, Florida 33480


ARTICLE EIGHT

8.01 Nothing in these Articles of Incorporation shall be taken to limit the power of this corporation.

ARTICLE NINE

9.01 The effective date of this corporation shall be the date upon which these Articles of Incorporation are filed with the Secretary of State.

IN WITNESS WHEREOF, the undersigned has made and subscribed these Articles of Incorporation this 31st day of JANUARY, 1996.

By: 

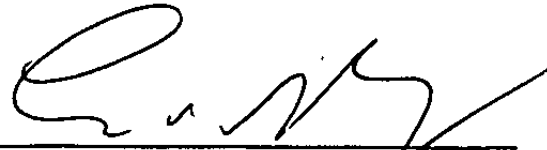
BARRY P. PINCISS
Incorporator

STATE OF FLORIDA
COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this 31st day of JANUARY, 1996 by BARRY P. PINCISS, who is personally known to me or who produced the identification indicated above his signature, and who did () or did not (X) take an oath.



ERIC M SAUERBERG
My Commission CC438666
Expires Feb. 14, 1998
Bonded by HAI
800-422-1555



Notary Public
Printed Name:
My Commission Expires:
My Commission Number:

FILED
FEB -8 AM 9:12

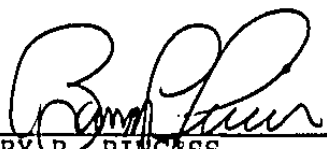
CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN FLORIDA,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In compliance with Section 48.091, Florida Statutes, the following is submitted:

First, that ERDA, INC., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at One North Breakers Row, Palm Beach, Florida 33480.
461 Wavecrest/

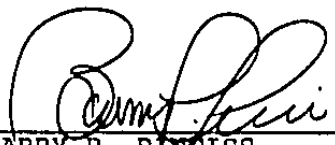
Second, named BARRY P. PINCISS, located at ^{461 Wavecrest} One North Breakers Row, Palm Beach, Florida 33480, as its Agent to accept service of process within Florida.



BARRY P. PINCISS
Incorporator

DATE: JANUARY 31, 1996

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 provisions of all Statutes relative to the proper and complete performance of my duties.



BARRY P. PINCISS
Registered Agent

DATE: JANUARY 31, 1996