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PEEBLES & GRACY, P.A.

ATTORNEY AND COUNSELOR AT LAW

FREDERICK P. PEEBLES
1100 N. 1000 E.
GREGORY D. GRACY

March 19, 1996

Corporate Records Bureau
Division of Corporation
Department of State
Post Office Box 6327
Tallahassee, Florida 32314

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-03/22/96--01060--001
***122.50 ***122.50

RE: AMBAG CORPORATION

Dear Sir or Madam:

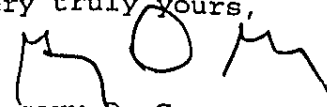
Please find enclosed the original and one copy of the Articles of Incorporation for filing relative to the above.

Also enclosed is our check for \$122.50 to cover the cost of the following:

Filing fee for profit corporation	\$ 35.00
Certificate designating Registered Agent	35.00
Certified copy of Articles of Incorporation	<u>52.50</u>
	<u>\$122.50</u>

We appreciate your assistance in this matter. If further information is required, please advise.

Very truly yours,


Gregory D. Gracy

GDG:bh

Enclosures

cc: Mr. Roger A. Hoover

Dmc
3/28/96

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

96 MAR 22 PM 3:53

FILED

ARTICLES OF INCORPORATION

OF

AMBAG CORPORATION

A Florida Corporation

FILED

96 MAR 22 PM 3:53

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned Incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I

The name of the Corporation shall be:
Ambag Corporation

ARTICLE II

This Corporation is to exist perpetually unless dissolved in accordance with the Laws of the State of Florida.

ARTICLE III

This Corporation may engage in any activities of business permitted under the Laws of the United States and of this State.

ARTICLE IV

The maximum number of shares of stock that this Corporation is authorized to have outstanding at any one time is **1,000** shares of common stock at **\$1.00** par value. All or any part of said stock of this Corporation may be paid for wholly or in part for cash or other property, excluding stock or other securities, at a just valuation to be fixed by the Directors of this Corporation at any regular or special meeting and any and all shares so issued shall be fully paid and nonassessable.

ARTICLE V

The Initial street address of the principal office of this Corporation in the State of Florida is 2062 Bayshore Boulevard, Dunedin, Florida 34698. The Board of Directors may from time to time move the principal office to any other address in Florida. This Corporation shall have the privilege of having such branch offices at such other places within the State of Florida or without the State of Florida and within and without the United States of America as may be designated from time to time by the Directors of the Corporation.

ARTICLE VI

This Corporation shall not have less than four (4) directors initially; the number of Directors may be increased or decreased from time to time by the By-Laws adopted by the Stockholders.

ARTICLE VII

The names and addresses of the members of the first Board of

Directors are:	ROGER A. HOOVER 2062 Bayshore Blvd. Dunedin, FL 34698	GREGORY A. HOOVER 2062 Bayshore Blvd. Dunedin, FL 34698
	DAVID ROWE 11904 Appaloosa Run E. Raleigh, NC 27613	E. RILEY ROWE 519 White Oak Circle Hartsville, SC 29550

ARTICLE VIII

Pursuant to §48.091, Florida Statutes, Roger A. Hoover, whose street address is 2062 Bayshore Boulevard, Dunedin, FL 34698, is hereby named as agent of this Corporation to accept service of process within the State of Florida. The said Roger A. Hoover, by execution of these Articles does accept to act in this capacity and agrees to comply with the provisions of

§607.0505, Florida Statutes, relative to keeping open said office of the corporation located at the above address.

ARTICLE IX

The Articles of Incorporation may be amended in the manner provided by Law. Every amendment shall be approved by the Board of Directors, proposed by them to the Stockholders, and approved at a stockholders' meeting by a majority of the stock entitled to vote thereon, unless all the Directors and all the stockholders sign a written statement manifesting their intention that a certain amendment to these Articles of Incorporation be made.

ARTICLE X

The name and street address of the Incorporator to these Articles of Incorporation is: Roger A. Hoover
2062 Bayshore Blvd.
Dunedin, FL 34698

IN WITNESS WHEREOF, the undersigned has made and subscribed these Articles of Incorporation for the uses and purposes aforesaid on the 19th day of March, 1996.



ROGER A. HOOVER

ACCEPTANCE BY REGISTERED AGENT

FILED

96 MAR 22 PM 3:54

I, ROGER A. HOOVER, agree to accept the designation of Registered Agent for **Ambag Corporation**, and as such Registered Agent to comply with all requirements, including acceptance of service of process, pursuant to Chapter 607, Florida Statutes, which apply to my capacity as a Registered Agent.

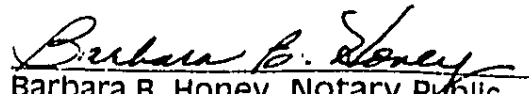


ROGER A. HOOVER
Registered Agent

STATE OF FLORIDA

COUNTY OF PINELLAS

The foregoing Instrument was acknowledged before me this 22nd day of March, 1996, before me, the undersigned authority, by **Roger A. Hoover**, as Incorporator and Registered Agent of **Ambag Corporation**, who has provided his driver's license as identification.



Barbara B. Honey, Notary Public
Commission Exp. 3/11/99

