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DOUGLAS R. FULTHORPE, CPA, P.A.

2233 Nursery Road, Suite 1A
Clearwater, FL 34624
813/538-4779
FAX 813/530-3353

April 2, 1996

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

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-04/05/96--01043--010
***122.50 ***122.50

RE: ELLIOTT SERVICES CORPORATION

Dear Sir:

Please file the enclosed Articles of Incorporation and Certificate of Registered Agent. I have enclosed \$122.50 to cover the cost of filing, obtainment of a certified copy and the charter tax.

Sincerely,

DR Fulthorpe CPA
Douglas R. Fulthorpe, CPA
President

DRF/mb
Enc.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

96 APR -5 PM 2:45

FILED

DOC
4-11-96

ARTICLES OF INCORPORATION OF
ELLIOTT SERVICES CORPORATION

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96 APR -5 PM 2:45
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation under the laws of the State of Florida, does hereby adopt the following articles of incorporation:

ARTICLE I: NAME OF CORPORATION

The name of the corporation is ELLIOTT SERVICES CORPORATION.

ARTICLE II: TERM OF EXISTENCE

The corporation shall have a perpetual existence.

ARTICLE III: GENERAL NATURE OF BUSINESS

The general purposes for which the corporation is organized are:

1. To engage in the business of providing wholesale and retail sales and services to the general public.
2. To transact any other lawful business for which corporations may be incorporated under the Florida General Corporation Act.
3. To do such other things as are incidental to the foregoing or necessary or desirable to accomplish the foregoing.

ARTICLE IV: CAPITAL STOCK

The aggregate number of shares which the corporation is authorized to issue is 7,500 shares. Such shares shall be of a single class and shall have a par value of one dollar [\$1.00].

ARTICLE V: DIRECTORS

The initial Board of Directors shall consist of one member. The number of Directors may be increased or decreased from time to time by vote of the shareholders, but shall never be less than one (1).

The Board of Directors shall have all powers authorized by the laws of the State of Florida and the United States of America. The name and street address of the initial member of the Board of Directors is:

Timothy S Elliott 6257 107th Ave N
Pinellas Park, FL 34666-2543

ARTICLE VI: CORPORATE HEADQUARTERS

The corporate headquarters of this corporation shall be:

6257 107th Ave N, Pinellas Park, FL 34666-2543

ARTICLE VII: INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation shall be 6257 107th Ave N, Pinellas Park, FL 34666-2543 and the initial registered agent shall be Timothy S Elliott, who upon acceptance of said designation agrees to comply with the provisions of Section 48.091, Florida Statutes, as amended, with respect to keeping an office open for service of process.

ARTICLE VIII: PREEMPTIVE RIGHTS

Each stockholder of the corporation shall have the right to purchase, subscribe for, or receive a right or rights to purchase or subscribe for, at the par value thereof, a pro rata portion of

1. Any stock that the corporation may issue or sell, whether or not exchangeable for any stock of the corporation of any class or classes, and whether or not of unissued shares authorized by the Articles of Incorporation as originally filed or by any amendment thereof or out of shares of stock of the corporation acquired by it after the issuance thereof, and whether issued for cash, labor done, personal property, or real property or leases thereof; or

2. Any obligation that the corporation may issue or sell which is convertible into any stock of the corporation of any class or classes, or to which is attached or pertinent any warrant or warrants or other instrument or instruments conferring on the holder the right to subscribe or purchase from the corporation any shares of its stock of any class or classes.

ARTICLE IX: INCORPORATORS

The name and street address of the incorporator is:

Timothy S Elliott 6257 107th Ave N
Pinellas Park, FL 34666-2543

CERTIFICATE OF INCORPORATION

STATE OF FLORIDA)
)
COUNTY OF PINELLAS)

ss.

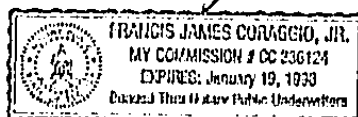
I hereby acknowledge the foregoing Articles of Incorporation of Elliott Services Corporation.

Timothy S. Elliott
Timothy S Elliott
Incorporator

The foregoing Articles of Incorporation of Elliott Services Corporation, as Incorporator, were acknowledged before me, this 2nd day of April, 1996, by Timothy S Elliott, whom I identified by a drivers license issued by the Florida Department of Highway Safety and Motor Vehicles.

[Signature]
Notary Public

My Commission Expires:



ACCEPTANCE OF REGISTERED AGENT

STATE OF FLORIDA)
)
COUNTY OF PINELLAS)

ss.

FILED

96 APR -5 PM 2:45

STATE OF FLORIDA
TALLAHASSEE, FLORIDA

Having been named Registered Agent and designated to accept service of process at the place designated herein, I hereby agree to act in this capacity, and I further agree to comply with the provisions of Section 48.091, Florida Statutes, as amended, relative to keeping open such office, this 2nd day of April 1996.

Timothy S. Elliott
Timothy S. Elliott
Registered Agent

Acknowledged before me, this 2nd day of April, 1996, by Timothy S Elliott, whom I identified by a drivers license issued by the Florida Department of Highway Safety and Motor Vehicles

[Signature]
Notary Public

My Commission Expires:

