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TRANSMITTAL LETTER

May 6, 1996

Department of State
Division of Corporations
P.O. Box 6327

Tallahassee, Florida 32314

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-05/08/96--01070--004
***122.50 ***122.50

SUBJECT: AMERICAN TLC, INC.

I enclose an original and one copy of the Articles of Incorporation for the above corporation and a check in the amount of \$122.50.

SIGNED: _____

From:

JOHN J. CRETCHER
122 CANTERBURY DR.
PARKERSBURG, WV 26101
(304)428-8192

DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION

OF

AMERICAN TLC, INC.

FILED
MAR 10
CLERK OF COURT
FLORIDA

ARTICLE I NAME

The name of the corporation shall be: AMERICAN TLC, INC.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

Principal Address:
JOHN J. CRETCHER
AMERICAN TLC, INC.
320 LAKE MARKHAM RD.
SANFORD, FL 32771

Mailing Address:
JOHN J. CRETCHER
AMERICAN TLC, INC.
122 CANTERBURY DR.
PARKERSBURG, WV 26101

ARTICLE III CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is: 100,000 shares.

ARTICLE IV INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is:

JOHN J. CRETCHER
AMERICAN TLC, INC.
320 LAKE MARKHAM RD.
SANFORD, FL 32771

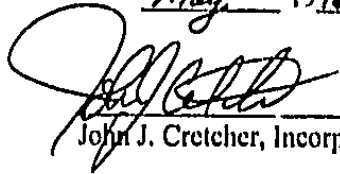
ARTICLE V INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is:

JOHN J. CRETCHER
AMERICAN TLC, INC.
122 CANTERBURY DR.
PARKERSBURG, WV 26101

The undersigned has executed these Articles of Incorporation this 6th day of

May 1996


John J. Cretcher, Incorporator

CERTIFICATE OF DESIGNATION

REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the state of Florida.

1. The name of the corporation is:

AMERICAN TLC, INC.

2. The name and address of the registered agent and office is:

JOHN J. CRETCHER
AMERICAN TLC, INC.
320 LAKE MARKHAM RD.
SANFORD, FL 32771

Signature: _____

Title: Incorporator

Date: 5/6/96

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

Signature: _____

Date: 5/6/96