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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Corporate Records Bureau
Division of Corporations
Department of State
P.O. Box 6327
Tallahassee, FL 32301

RE: S.E. DRESSLER & ASSOCIATES, INC.

Gentlemen:

As Incorporator of the above named corporation I am requesting a Charter from the State of Florida in order to start a business as a corporation in Florida.

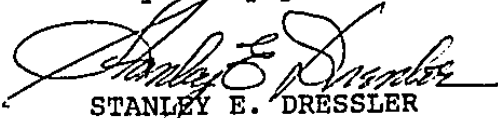
Enclosed are the following papers, together with our check:

- a) Original and one copy of Certificate of Incorporation for filing and approval by your office;
- b) Certificate of Registered Agent;
- c) Check to cover fees and costs in the amount of \$122.50.

\$35.00 to file Certificate.
\$52.50 for certified copy.
\$35.00 for Registered Agent Designation.

Please return certified copy as soon as possible.

Very truly yours,


STANLEY E. DRESSLER

enclosures

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6/17/96

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF**

ARTICLE I. S.E. DRESSLER & ASSOCIATES, INC.

The name of this corporation is:

S.E. DRESSLER & ASSOCIATES, INC.

ARTICLE II. NATURE OF BUSINESS AND POWERS

The general nature of the business to be transacted by this Corporation is to engage in any and all business as permitted under the laws of the State of Florida.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this Corporation is authorized to issue and have outstanding at any one time is 1,000 shares of common stock with a par value of \$1 (one dollar) per share.

ARTICLE IV. TERM OF EXISTENCE

This Corporation shall have perpetual existence commencing upon issuance of the certificate of incorporation from the Secretary of State.

ARTICLE V. REGISTERED AGENT AND INITIAL

REGISTERED OFFICE

The registered Agent and the street address of the initial Registered Office of this Corporation in the State of Florida shall be:

**STANLEY E. DRESSLER
1715 S.E. 46TH LANE #3
CAPE CORAL, FLORIDA 33904**

The Board of Directors from time to time may move the Registered Office to any other address in the State of Florida. The principal office address shall be the same as the registered office address.

ARTICLE VI. BOARD OF DIRECTORS

This Corporation shall have ONE (1) director initially. The number of directors may be increased or diminished from time to time by By Laws adopted by the stockholders, but shall never be less than one.

ARTICLE VII. INITIAL DIRECTORS

The name of the initial director of this Corporation and the street address is:

**STANLEY E. DRESSLER
1715 S.E. 46TH LANE #3
CAPE CORAL, FLORIDA 33904**

The person named as initial director shall hold office for the first year of existence of this Corporation or until his successors are elected or appointed and have qualified, whichever occurs first.

ARTICLE VIII. INCORPORATOR


The name and street address of the person signing these Articles of Incorporation as the Incorporator is:

STANLEY E. DRESSLER
1715 S.E. 46TH LANE #3
CAPE CORAL, FLORIDA 33904

ARTICLE IX. AMENDMENT

These 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 at least a majority of the stock entitled to vote, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, the undersigned, as
Incorporator, has executed the foregoing Articles of Incorporation
on 5TH day of JUNE, 1996.


STANLEY E. DRESSLER
INCORPORATOR

BEFORE ME, a Notary Public, personally appeared
STANLEY E. DRESSLER, to me known to be the person described as
Incorporator and who executed the foregoing Articles of
Incorporation, and acknowledged before me that he subscribed to
these Articles of Incorporation on 5TH day of JUNE,
1996.

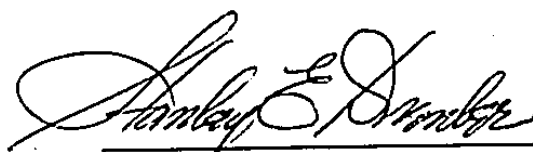
My commission expires:



DOLORES C STROCKBINE
My Commission OC484818
Expires May. 14, 1999
Bonded by ANB
800-852-5878


Notary Public

I hereby am familiar with and accept the duties and
responsibilities as registered agent for S.E. DRESSLER &
ASSOCIATES, INC.


STANLEY E. DRESSLER
Registered Agent

BEFORE ME, a Notary Public, personally appeared STANLEY E. DRESSLER, to me known to be the person described as Registered Agent and who executed the foregoing instrument and he acknowledged before me that he executed the same.

WITNESS my hand and official seal this 5th day of JUNE, 1996.

Colores A. Strockline

Notary Public

My Commission expires:



COLORES A STROCKLINE
My Commission CC484813
Expires May. 14, 1999
Bonded by ANS
800-888-6878

FILED

S.E. DRESSLER & ASSOCIATES, INC.
1715 S.E. 46TH LANE #3
CAPE CORAL, FLORIDA 33904

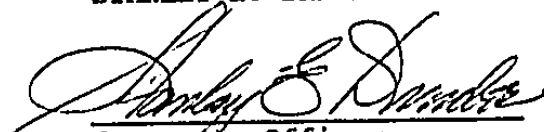
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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:

FIRST: That S.E. DRESSLER & ASSOCIATES, INC., is
desiring to organize or qualify under the law of the State of
Florida with its principal place of business at 1715 S.E. 46th Lane
#3, Cape Coral, Florida, in the City of Cape Coral, State of
Florida, has named Stanley E. Dressler, 1715 S.E. 46th Lane #3,
Cape Coral, Florida, as its agent to accept service of process
within Florida.

STANLEY E. DRESSLER



Corporate Officer

PRESIDENT

Title

6-5-96

Date

Having been named to accept service of process for the above state
corporation, at the place designated in this certificate, I hereby
agree to act in this capacity, and I further agree to comply with
the provisions of all statutes relative to the proper and complete
performance of my duties.

STANLEY E. DRESSLER



Registered Agent

6-5-96

Date