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October 25, 1996

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

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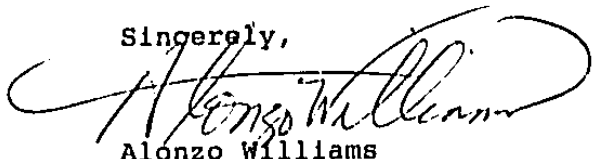
Dear Sirs:

Attached are the Articles of Incorporation for A & E Batteries, Film & Electronics, Inc. along with a company check in the amount \$122.50. Please send the certified copy of the Articles to:

Alonzo Williams
A & E Batteries, Film & Electronics, Inc.
1803 N. 22nd Street
Tampa, Florida 33605

If you have any questions or require more information, please call (813)241-8801.

Sincerely,



Alonzo Williams

AW/vab

Enclosures: Articles of Incorporation

TALLAHASSEE, FLORIDA

OCT 29 AM 10:14

SN OCT 31 1996

**ARTICLES OF INCORPORATION
OF
A&E Batteries, Film & Electronics, Inc.**

FILED
\$500.00 AM 10:14
TALLAHASSEE
FLORIDA

The undersigned, desiring to form a corporation for profit pursuant to the Laws of the State of Florida, do hereby certify as follows:

ARTICLE I

The name of the Corporation shall be: A & E Batteries, Film & Electronics, Inc.

ARTICLE II

The Corporation shall be entitled to engage in any activity permitted under the laws of the State of Florida.

ARTICLE III

The capital stock of the Corporaqtion shall be divided into shares of \$0.25 par value, with 1000 shares of common authorized, and each share entitle the holsder thereof to vote at any meeting of the shareholders. All or any part of said capital stock may be paid for in cash, with property or labor or services, at a valuation fixed by the incorporators or by the board of directors, at a meeting called for such purpose. All stock when issued shall be fully paid for shall be nonassessable.

ARTICLE IV

The amount of capital with this Corporation shall begin business will be a minimum of \$100.00

ARTTICLE V

The Corporation shall have perpetual existence.

ARTICLE VI

The principal office of the Corporation shall be located at 1803 N. 22nd Street, Tampa, Florida 33605 but the Corporation shall have power to establish branch offices and other places of business at such other places within or without the State of Florida, as may be determined and deemed expedient by the Directors.

ARTICLE VII

The board of directors of the Corporation shall not be less than one (1) nor more than (7) unless otherwise provided in the By-Laws. A quorum for the transaction of business shall be a majority of Directors qualified and acting unless otherwise provided in the By-Laws. The directors may make or amend the By-laws: the meeting of Directors may be held within or without the State of Florida. A person shall not have to be a stockholder in order to qualify as a Director.

ARTICLE VIII

The name and address of the members of Board of Directors who shall hold for office for the first year or until successors are duly elected and qualified shall be:

Alonzo Williams; President
1468 Windjammer Loop
Lutz, Florida 33549

Elizabeth A. Williams; Vice President & Secretary
1468 Windjammer Loop
Lutz, Florida 33549

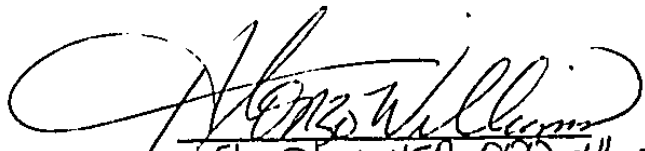
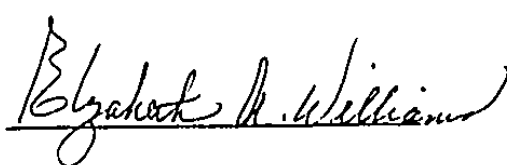
Valisa A. Bryant; Treasurer
28432 Openfield Loop
Wesley Chapel, Florida 33543

ARTICLE IX

The time and place of the annual stockholders meeting shall be on January 1st of each and every year at the principal office of the Corporation unless otherwise fixed in the By-laws or the resolution of the Board of Directors and any stockholder may waive notice thereof before or after the meeting.

The Board of Directors shall be elected annually by Stockholders at their annual meeting or at a special meeting held for the purpose. All vacancies in the Board shall be filled by the Board until the next annual meeting and the Board shall have the right to increase or decrease its number of Directors within the limits of this Charter.

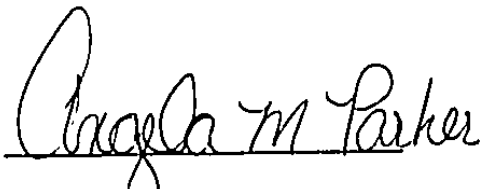
IN WITNESS WHEREOF, I, the subscriber have executed these Articles of Incorporation, this 23rd day of October 1996.


FL. DL W452-000-46-172


STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

I HEREBY CERTIFY that on this day before me, a Notary Public, duly authorized to take acknowledgements in the State and County named above, personally appeared Alonzo Williams to me well known to be the person described in the foregoing Articles of Incorporation, as subscriber and who executed the foregoing and acknowledged that he subscribed to these Articles of Incorporation for the purposes therein expressed.

SWORN TO AND SUBSCRIBED before me the 23rd day of October, 1996.



Notary Public



My commission expires:

May 27, 2000

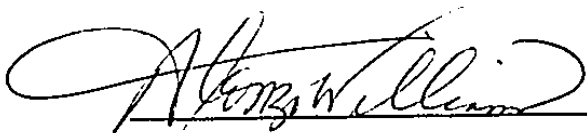
CERTIFICATE DESIGNATING PLACE OF BUSINESS
DOMICILE FOR THE SERVICE OF PROCESS WITHIN THE
STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

In pursuant of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

FIRST--that desiring to organize under the laws of the State of Florida with its principal office as indicated in the Articles of Incorporation, A & E Batteries, Film & Electronics, Inc. has named Alonzo Williams as its agent to accept service of process within the state at: 1803 N. 22nd Street
Tampa, Florida 33605

ACKNOWLEDGEMENT:

having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby to provisions of said Act relative to keeping open said office.



Registered Agent

65 OCT 29 AM 10:14
RECEIVED
TALLAHASSEE
10100A