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December 10, 1996

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Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

Re: Incorporation of THE ERLS CORPORATION

Dear Filing Officer:

Enclosed please find the original executed Articles of Incorporation of the above-referenced corporation and the Resident Agent Designation and Acceptance, together with our Trust Account check in the amount of \$122.50 representing the filing fee of \$35.00 for the Articles of Incorporation, filing fee of \$35.00 for the Designation and Acceptance of the Resident Agent and \$52.50 for a certified copy.

Please file the enclosed and return the certified copy at your earliest convenience. Thank you for your assistance with this matter. If you should require anything further, or have any questions, please do not hesitate to contact me at your convenience.

Sincerely,


Hunter B. Craig

HBC/mlc
Enclosures (3)

cc: Mr. Patrick J. Ricci

RECEIVED
DEC 11 1996

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ARTICLES OF INCORPORATION
OF
THE ERLS CORPORATION

96 DEC -9 AM 10:14
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, a natural person competent to contract, does hereby make, subscribe and file these Articles of Incorporation for the purpose of organizing a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I

CORPORATE NAME

The name of this Corporation shall be: THE ERLS CORPORATION

ARTICLE II

PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office and mailing address of the Corporation is: 2604 NORTHWEST 2nd AVENUE, BOCA RATON, FLORIDA 33431.

ARTICLE III

NATURE OF CORPORATE BUSINESS AND POWERS

The general nature of the business to be transacted by this Corporation shall be to engage in any and all lawful business permitted under the laws of the United States and the State of Florida or any other state, country, territory or nation.

ARTICLE IV

CAPITAL STOCK

The maximum number of shares that this Corporation shall be authorized to issue and have outstanding at any one time shall be 1000 shares common stock having \$1.00 par value.

ARTICLE V

PREEMPTIVE RIGHTS

This corporation elects to have preemptive rights.

ARTICLE VI

REGISTERED AGENT AND
INITIAL REGISTERED OFFICE IN FLORIDA

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

PATRICK J. RICCI
2604 NORTHWEST 2nd AVENUE
BOCA RATON, FLORIDA 33431.

ARTICLE VII

TERM OF EXISTENCE

This Corporation shall have perpetual existence.

ARTICLE VIII

BOARD OF DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to

any limitation set forth in these Articles of Incorporation. This Corporation shall have one (1) Directors initially.

ARTICLE IX

INCORPORATOR

The name of the person signing these Articles of Incorporation as the Incorporator is PATRICK J. RICCI, 2604 NORTHWEST 2nd AVENUE, BOCA RATON, FLORIDA 33431.

ARTICLE X

INDEMNIFICATION

This Corporation may indemnify any director, officer, employee or agent of the Corporation to the fullest extent permitted by Florida law.



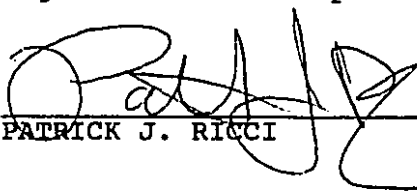
PATRICK J. RICCI, Incorporator

**CERTIFICATE DESIGNATING REGISTERED AGENT
AND OFFICE FOR SERVICE OF PROCESS**

THE ERLS CORPORATION, a corporation existing under the laws of the State of Florida with its principal office and mailing address at 2604 NORTHWEST 2nd AVENUE, BOCA RATON, FLORIDA 33431, has named PATRICK J. RICCI whose address is 2604 NORTHWEST 2nd AVENUE, BOCA RATON, FLORIDA 33431, as its agent to accept service of process within the State of Florida.

ACCEPTANCE:

Having been named to accept service of process for the above named Corporation, at the place designated in this Certificate, I hereby accept the appointment as Registered Agent, and agree to comply with all applicable provisions of law. In addition, I hereby am familiar with and accept the obligations, duties and responsibilities as Registered Agent for said Corporation.


PATRICK J. RICCI

96 DEC -9 AM 10:14
SECRETARY OF STATE
TALLAHASSEE FLORIDA

FILED