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COVER LETTER

FOR

ARTICLES OF INCORPORATION for SCHANER ENTERPRISES, INC.

FILED
97 JAN 10 PM 2:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

JAMES R. WOLDSETH
9750 SEMINOLE BLVD.,
SEMINOLE, FLORIDA 33772

DECEMBER 16, 1996

HONORABLE SANDRA MORTHAM
SECRETARY OF STATE
STATE OF FLORIDA

500002054285--3
-01/10/97--01080--014
*****70.00 *****70.00

DEAR MRS. MORTHAM:

ENCLOSED YOU WILL FIND THE ARTICLES OF INCORPORATION FOR
SCHANER ENTERPRISES, INC. IN ADDITION, YOU WILL FIND
A CHECK FOR \$70.00 (SEVENTY DOLLARS) TO COVER FILING FEES.

THE RETURN ADDRESS FOR ACKNOWLEDGEMENT OF ACCEPTANCE OF
THESE ARTICLES IS AT THE OFFICE OF THE INCORPORATOR:

JAMES R. WOLDSETH, C.P.A.
9750 SEMINOLE BLVD.,
SEMINOLE, FL 33772
(813) 397-4135

IF THERE ARE ANY QUESTIONS, ADDITIONAL INFORMATION, OR
REQUIREMENTS NEEDED FOR FILING, PLEASE CONTACT JAMES R.
WOLDSETH.

RESPECTFULLY,

James R. Woldseth

JAMES R. WOLDSETH

1-15-97
DB

ARTICLES OF INCORPORATION
OF
SCHANER ENTERPRISES, INC.

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97 JAN 10 PM 2:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, the undersigned, acting as the Incorporator of a corporation under the Florida General Corporation Act, hereby adopt the following Articles of Incorporation for such corporation:

ARTICLE I. NAME

The name of this corporation is Schaner Enterprises, Inc. The principle location of the corporation is 14529 Anchorage Cir., Seminole, FL 33776.

ARTICLE II. DURATION

The duration of the corporation shall be perpetual, and its corporate existence shall commence upon the filing of these Articles of Incorporation.

ARTICLE III. PURPOSE

The purposes for which this corporation is formed are to engage in any lawful act or activity of business for which corporations may be incorporated pursuant to law.

ARTICLE IV. SHARES

The aggregate number of shares which the corporation shall have authority to issue is 100 nonassessable, have a par value of \$1.00 (one-dollar) per share.

Without derogation to any other power to purchase shares of the corporation as permitted by law, the corporation, by action of the Board of Directors may purchase or redeem outstanding shares as permitted by its bylaws or agreement entered into by its shareholders.

ARTICLE V. REGISTERED OFFICE

The Registered Office of the corporation shall be: 14529 Anchorage Cir., Seminole, FL 33776.

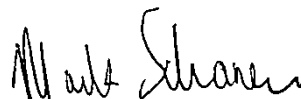
ARTICLE VI. APPOINTMENT OF REGISTERED AGENT

APPOINTMENT: Mark Schaner, 14529 Anchorage Cir., Seminole, Florida 33776, is hereby appointed as the Registered Agent at the Registered Office of the corporation.

ACCEPTANCE: I hereby accept my appointment as the Registered Agent of Schaner Enterprises, Inc. on whom process and other notice may be served. I am familiar with and accept the obligations provided for in Florida Stat. Ann. Sec. 607.325.

Date: _____

12-6-96



Mark Schaner
14529 Anchorage Cir.
Seminole, FL 33776

ARTICLE VII. INITIAL BOARD OF DIRECTORS

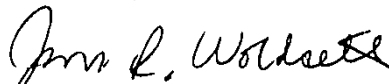
The number of Directors composing the Initial Board of Directors is (2). The names and addresses of the members of the Initial Board of Directors are:

Mark Schaner - President & Secretary
14529 Anchorage Cir.
Seminole, Florida 33776

Ann Schaner - Vice President & Treasurer
14529 Anchorage Cir.
Seminole, Florida 33776

ARTICLE VIII. INCORPORATOR

The name and address of the Incorporator is James R. Woldseth, 9750 Seminole Blvd., Seminole, Florida 33772.




James R. Woldseth, C.P.A.
Incorporator

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TALLAHASSEE, FLORIDA

ACKNOWLEDGEMENT

COUNTY OF PINELLAS }
STATE OF FLORIDA }

Before me, a Notary Public in and for the County and State aforesaid, personally appeared James R. Woldseth, Incorporator of Schaner Enterprises, Inc., who acknowledged that he signed the foregoing Articles of Incorporation his free act and deed on this 16 day of December, 1996.



NOTARY PUBLIC,

My commission expires:



Angela Perdue
MY COMMISSION # DC568499 EXPIRES
November 29, 2001
BONDED THRU TROY FAIR INSURANCE, INC.