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Treadwell, Stetler, Erickson, Cimino & McElrath

Attorneys at Law

A partnership including professional associations

Northern Trust Building
4001 Tamiami Trail North
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Thomas L. Treadwell
Ronald L. Stetler, P.A.
Charles P. Erickson, P.A.*
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*Also admitted in South Carolina
†Also admitted in Nebraska and Kansas

November 26, 1996

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

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-12/09/96--01035--001
*****70.00 *****70.00

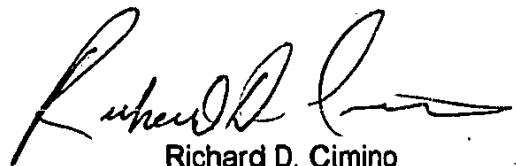
Re: Joel Roth/Articles of Incorporation

Dear Florida Department of State:

Enclosed please find the Articles of Incorporation for filing. I have also enclosed a check in the amount of \$70.00, plus an original and one copy of the Articles. Please stamp one of the copies - *filed copy* and return it to me in the stamped addressed envelope provided.

If you have any questions, please call.

Very truly yours,
TREADWELL, STETLER, ERICKSON,
CIMINO & McELRATH



Richard D. Cimino

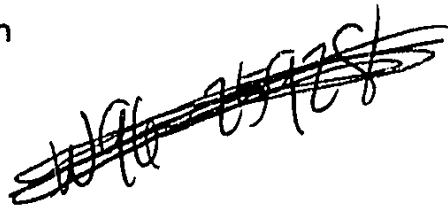
RDC:ert
Enc.

cc: Joel Roth

FILED

97 JAN 27 AM 10:14

SECRETARY OF STATE
TALLAHASSEE, FLORIDA



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January 6, 1997

Florida Department of State
Division of Corporations
Attn: Teresa Brown
P.O. Box 6327
Tallahassee, Florida 32314

**Re: Joel Roth/Articles of Incorporation
HARRO, INC.**

Dear Ms. Brown:

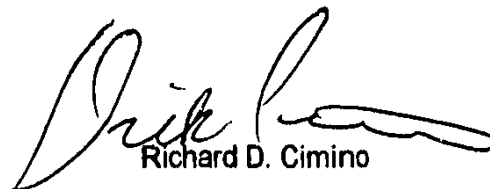
Thank you for your letter of December 10, 1996 in connection with HCR, INC.

Enclosed you will find the original and one copy of the renamed corporation, HARRO, INC. for filing. I have enclosed a copy of your letter as proof of payment in the amount of \$70.00.

Please stamp one of the copies - *filed copy* and return it to me in the stamped addressed envelope provided.

If you have any questions, please call.

Very truly yours,
TREADWELL, STETLER, ERICKSON,
CIMINO & McELRATH



Richard D. Cimino

RDC:ert
Enc.
cc: Joel Roth



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

December 10, 1996

RICHARD D. CIMINO
TREADWELL, STETLER, ERICKSON, ET AL
4001 TAMiami TRAIL NORTH, SUITE 250
NAPLES, FL 34103

SUBJECT: HCR, INC.
Ref. Number: W96000025928

We have received your document for HCR, INC. and check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6926.

Teresa Brown
Corporate Specialist

Letter Number: 396A00055212

Treadwell, Stetler, Erickson, Cimino & McElrath

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Richard D. Cimino, P.A.†
David McElrath, P.A.

*Also admitted in South Carolina
†Also admitted in Nebraska and Kansas

January 23, 1997

Florida Department of State
Division of Corporations
Attn: Teresa Brown
P.O. Box 6327
Tallahassee, Florida 32314

**Re: Joel Roth/Articles of Incorporation
SERJEL, INC.**

Dear Ms. Brown:

Thank you for your letter of January 23, 1997 in connection with HARRO, INC.

Enclosed you will find the original and one copy of the renamed Articles of Incorporation, SERJEL, INC. for filing. I have enclosed a copy of your letter as proof of payment in the amount of \$70.00.

Mr. and Mrs. Roth informed me that they spoke with you directly about the renamed corporation, SERJEL, INC. And that you indicated to them the renamed corporation would be filed immediately since the previous name was rejected as long as I mail a copy of the rejection letter to you.

Please stamp one of the copies - *filed copy* and return it to me in the stamped addressed envelope provided.

If you have any questions, please call.

Very truly yours,
TREADWELL, STETLER, ERICKSON,
CIMINO & McELRATH



Richard D. Cimino

RDC:ert
Enc.
cc: Joel Roth



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

January 13, 1997

RICHARD D. CIMINO
TREADWELL, STETLER, ERICKSON, ET AL
4001 TAMiami TRAIL NORTH, SUITE 250
NAPLES, FL 34103

SUBJECT: HARRO, INC.
Ref. Number: W96000025928

We have received your document for HARRO, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6926.

Teresa Brown
Corporate Specialist

Letter Number: 797A00001692

**ARTICLES OF INCORPORATION
OF
SERJEL, INC.**

FILED
97 JAN 27 AM 10:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation, a natural person, competent to contract, hereby forms a corporation for profit under the laws of the State of Florida.

ARTICLE I - NAME AND ADDRESS

The name of the corporation is SERJEL, INC., and its initial post office address and its principal office for conducting business is: 4796 Kittiwake Court, Naples, Florida 34119.

ARTICLE II - DURATION

This corporation shall have perpetual existence, commencing on the date filed with the Department of State for the State of Florida.

ARTICLE III - PURPOSES AND POWERS

The powers of this corporation shall include the transaction of any activity or business permitted under the laws of the United States and this State and this corporation shall have all powers granted to corporations under said laws.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 10,000 shares of \$1.00 **par value** common stock.

ARTICLE V - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The name of the initial Registered Agent of this corporation is JOEL ROTH, and his address is 4796 Kittiwake Court, Naples, Florida 34119.

ARTICLE VII - INCORPORATOR

The name and address of the person signing these Articles are:

HARRIET ROTH

ARTICLE IX - ACTION BY SHAREHOLDER WITHOUT A MEETING

The shareholders of this corporation may take action by written consent, as provided by law, unless otherwise provided in these Article or by the By-Laws of this corporation.

ARTICLE X - INDEMNIFICATION

This corporation shall indemnify its officers or any former officers to the full extent permitted by law.

ARTICLE XI - BY-LAWS

The power to adopt, alter, amend or repeal By-Laws shall be vested in the shareholders.

ARTICLE XII - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon shareholders is subject to this reservation.


ARTICLE XIII - RESTRICTIONS ON STOCK TRANSFERS

Each shareholder of any class of stock of the corporation which he or she may hereafter intend to acquire may not complete the transfer without first making it available for purchase by the corporation and then to the remaining shareholders of the corporation, should the corporation elect not to purchase any or all of such stock. The manner in which this option may be elected shall be prescribed by the By-Laws of this corporation.

ARTICLE XIV - 1244 STOCK

The stock of this corporation is intended to qualify under the requirements of Section 1244 of the Internal Revenue Code and the regulations issued thereunder. Such actions as are necessary will be taken by the appropriate officers to accomplish this compliance.

IN WITNESS WHEREOF, I, the undersigned, being the original incorporator to the capital stock hereinbefore named, have hereunto set my hand and seal this 23RD day of January, 1997.



HARRIET ROTH, Incorporator

CERTIFICATE DESIGNATING REGISTERED AGENT

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

First - That SERJEL, INC., desiring to organize under the laws of the State of Florida with its principal office as indicated in the Articles of Incorporation at SERJEL, INC., has named JOEL ROTH, located at 4796 Kittiwake Court, Naples, Florida 34119, as its agent to accept service of process within this State.

ACKNOWLEDGMENT

Having been named to accept service of process for the above-stated corporation, at the place designated in the Certificate, I hereby accept to act in this capacity and agree to comply with the provisions of said Act relative to keeping open said office.



JOEL ROTH

The foregoing instrument was acknowledged before me this 23 day

January, 1997, by JOEL ROTH.

(SEAL)



NOTARY PUBLIC
MY COMMISSION EXPIRES:



ERIKA THOMAS
My Commission CC539991
Expires Mar. 13, 2000

Erika Thomas

FILED
97 JAN 27 AM 10:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA