

P97000020300

LARRY MANGES
ALL SOUTH SERVICES INC.
10628 NEW KINGS ROAD
JACKSONVILLE, FL 32219

February 21, 1997

Hon. Sandra P. Mortham Secretary of State
ATTN: Corporate Records
P.O. Box 6327
Tallahassee, FL 32314

RE: ALL SOUTH SERVICES INC.

200002100922--8
-02/28/97--01038--008
*****70.00 *****70.00

Dear Madam:

Enclosed please find the original Articles of Incorporation for the above referenced corporation.

Also please find a check in the amount of \$70.00 for filing the same. Your assistance in this matter is greatly appreciated.

Yours truly,

Larry Manges

Larry Manges

3/5/97

TB

97 F
SECRET
TALLAHASSEE

**ARTICLES OF INCORPORATION
OF
ALL-SOUTH SERVICES, INC.**

I, the undersigned subscriber to these Articles of Incorporation, natural person competent to contract, hereby form a corporation under the Laws of the State of Florida.

ARTICLE I - NAME

The name of this corporation shall be: **ALL-SOUTH SERVICES INC.**

ARTICLE II - PRINCIPAL PLACE OF BUSINESS

The principal place of business of this corporation shall be:

10628 NEW KINGS RD JACKSONVILLE, FL 32219

ARTICLE III - DURATION

This corporation shall have perpetual existence commencing on the date of this filing of these Articles with the Department of State.

ARTICLE IV - PURPOSE

This corporation is organized for the purpose of transacting any and all lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes, as now exists or may after be amended.

ARTICLE V - CAPITAL STOCK

The maximum number of shares this corporation is authorized to issue is 100 shares of ONE DOLLAR (\$1.00) par value common stock which will be designated as "Common Shares."

ARTICLE VI - 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 at the price at which it is offered to others.

ARTICLE VII - INITIAL REGISTERED OFFICE AND AGENT

The initial registered agent and office of this Corporation shall be:

LARRY MANGES
10628 NEW KINGS RD
JACKSONVILLE, FL 32219

ARTICLE VIII - BOARD OF DIRECTORS

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SECRETARY OF STATE
FLORIDA

ARTICLE X - INDEMNITY

The Corporation shall indemnify any Officer or Director to the full extent permitted by law.

ARTICLE XI - AMENDMENT

This Corporation reserves the right to amend or appeal any provision contained in these Articles of Incorporation, or any amendment hereto, by a majority vote of the Board of Directors, and any right conferred upon the shareholders is subject to this reservation.

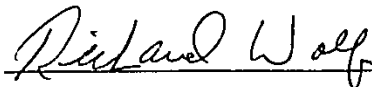
IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation on this 21st day of February, 1997.


LARRY MANGES

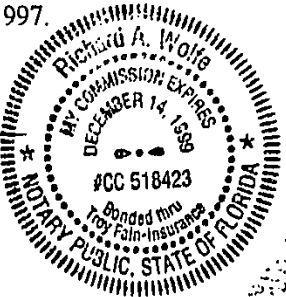
**STATE OF FLORIDA
COUNTY OF DUVAL**

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared LARRY MANGES known to be and known by me to be the person who executed the foregoing Articles of Incorporation, and they acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have set my hand and seal in the State and County above, this 21 day of Feb, 1997.



NOTARY PUBLIC, State of
Florida at Large.
My Commission Expires:



**CERTIFICATE DESIGNATING REGISTERED AGENT AND
PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF
PROCESS WITHIN FLORIDA, AND ACCEPTANCE OF
AGENT UPON WHOM PROCESS MAY BE SERVED**

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FILED
TALLAHASSEE
FLORIDA

In compliance with Sections 48.091 and 607.034, Florida Statutes, the following is submitted:

FIRST that ALL-SOUTH SERVICES, INC. desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at 10628 NEW KINGS RD, JACKSONVILLE FL, 32219 has named LARRY MANGES as its agent to accept service of process within Florida.

Dated: Feb 21 1997

Larry Manges
LARRY MANGES

Having been named to accept service of process for the above named 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 performance of my duties.

Larry Manges
LARRY MANGES
Registered Agent