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Damon C. Glisson

5908 FORTUNE PLACE
APOLLO BEACH, FL 33572-2643
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April 18, 1997

Secretary of State
Division of Corporations
ATTN: NEW CORPORATE FILING
P. O. Box 6327
Tallahassee, Florida 32314

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-04/22/97--01021--001
****122.50 ****122.50

RE: E&A Leasing, Inc.

Sir or Madam:

Enclosed please find check #5488 in the amount of \$122.50 as filing fee for the above-referenced corporation, along with the following documents:

1. Articles of Incorporation;
2. Certificate Designating Registered Agent and Acceptance.

Please forward the certified copy of Articles to the undersigned. Thank you for your assistance.

Sincerely,



DAMON C. GLISSON

/AL

Enclosure

cc: w/enclosures
Erinn Y. Remke
c/o Remke Remke

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FILED
97 APR 22 PM 4:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APR 23 1997


**ARTICLES OF INCORPORATION
OF
E & A LEASING, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, the undersigned person, acting as incorporator do hereby make, subscribe, acknowledge and file with the Secretary of State of the State of Florida these Articles of Incorporation for the purpose of forming a corporation for profit in accordance with the laws of the State of Florida.

ARTICLE I

The name of said corporation shall be:

E & A LEASING, INC.

ARTICLE II

This corporation shall have a perpetual duration.

ARTICLE III

The purpose for which the corporation is organized is to transact any lawful business for which corporations may be incorporated under the laws of the United States and the Florida General Corporation Act, and to do such other things as are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing.

ARTICLE IV

The aggregate number of shares which the corporation shall have authority to issue is 100, consisting of 100 shares of Class A voting common stock with a par value of One (\$1.00) Dollar per share.

ARTICLE V

The street address of the initial registered office of the corporation is 5908 Fortune Place, Apollo Beach, Florida 33572, and the name and address of its Registered Agent is Damon C. Glisson, 5908 Fortune Place, Apollo Beach, FL 33572.

ARTICLE VI

The number of directors constituting the initial Board of Directors of the corporation is one. The number of directors may change from time to time as may be

determined by resolution of the stockholders of the corporation. The name and address of each person who is to serve as a member of the initial Board of Directors is:

NAME

ADDRESS

Erinn Y. Remke

5908 Fortune Place
Apollo Beach, FL 33572

ARTICLE VII

The name and address of each incorporator is:

Erinn Y. Remke

5908 Fortune Place
Apollo Beach, FL 33572

ARTICLE VIII

The corporation may be empowered to indemnify any officer or director, or any former officer or director in the manner set out and provided for in the by-laws of this corporation.

ARTICLE IX

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 the shareholders is subject to this reservation.

ARTICLE X

If all the directors severally or collectively consent in writing to any action taken or to be taken by the corporation, and the writings evidencing their consent are filed with the Secretary of the corporation, the action shall be as valid as though it had been authorized at a meeting of the Board of Directors.

ARTICLE XI

The Board of Directors shall have the power to adopt, amend, and repeal bylaws of the corporation governing all aspects of the corporation not preempted herein.

IN WITNESS WHEREOF, I, the undersigned, being the original subscriber of the capital stock of this corporation, as hereinabove set forth, and in pursuance of the laws of the State of Florida appertaining to the formation of a corporation for profit, do now subscribe, acknowledges and files these Articles of Incorporation, hereby declaring that

the matters herein stated are true and does accordingly set my and seal this 5th day of January, 1996.

Erinn Y. Remke
ERINN Y. REMKE/ Incorporator

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me this 5th day of January, 1996, by ERINN Y. REMKE, who is personally known to me or who has produced FL. Driv. Lic. as identification and who did (did not) take an oath.

Jean E. MacDonald
Notary Public: _____
(printed name of notary)
My Commission Expires:



**CERTIFICATE DESIGNATING REGISTERED AGENT
FOR THE SERVICE OF PROCESS WITHIN THE
STATE OF FLORIDA, AND NAMING THE REGISTERED
AGENT UPON WHOM PROCESS MAY BE SERVED**

In compliance with Section 48.091 and 607.034 of the Florida statutes, the following is submitted:

1. That E & A LEASING, INC., desiring to qualify under the laws of the state of Florida, with its principal office of business at 5908 Fortune Place, Apollo Beach, FL 33572 has named Damon C. Glisson, 5908 Fortune Place, Apollo Beach, FL 33572 its Registered Agent to accept service of process within the state of Florida.

DATED: January 5, 1996

E & A LEASING, INC.

BY: Erinn Y. Remke
Erinn Y. Remke, President

Having been named to accept service of process for the above-stated corporation at the place designated above, I hereby agree to act in this capacity and agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

DATED: January 5, 1996

Erinn Y. Remke
Erinn Y. Remke

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DATED: January 5th, 1996

E & A LEASING, INC.

BY: Erinn Y. Remke
Erinn Y. Remke, President

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Having been named to accept service of process for the above-stated corporation at the place designated above, I hereby agree to act in this capacity and agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

DATED: 4/18/97

Damon C. Glisson
Damon C. Glisson

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97 APR 22 PM 4:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA