

P97000037916

REESE MARSHALL, P.A.

ATTORNEY AT LAW

214 EAST ASHLEY STREET, JACKSONVILLE, FLORIDA 32202 (904) 354-8429
FAX# (904) 358-8492



April 11, 1997

Department of State
CORPORATIONS DIVISION
Post Office Box 6327
Tallahassee, FL 32314

400002141934--2
-04/14/97--01052--004
****122.50 ****122.50

Re: Subject: ^{AEH} Penco Corporation, Inc.

Dear Sirs:

Enclosed please find original and one (1) copy of Articles of Incorporation for Penco Corporation, Inc., together with check in the amount of \$122.50 to cover filing costs, certified copy and designation of Resident Agent.

Very truly yours,

Reese Marshall

RM/aj
Enc: As stated above
cc: Mr. John Perry

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FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

April 15, 1997

REESE MARSHALL, ESQ.
214 E ASHLEY ST
JACKSONVILLE, FL 32202

SUBJECT: PENCO CORPORATION
Ref. Number: W97000008727

We have received your document for PENCO CORPORATION and check(s) totaling \$122.50. 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) 487-6915.

Pamela Hall
Document Specialist

Letter Number: 797A00018978

**ARTICLES OF INCORPORATION
OF
AEH PENCO CORPORATION, INC.**

FILED
97 APR 29 AM 9:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscribers to these Articles of Incorporation, each a natural person competent to contract, hereby associate themselves together to form a corporation, for profit.

ARTICLE I. NAME: The name of the corporation shall be: **AEH PENCO CORPORATION, INC.** The principal place of business and the mailing address of this corporation shall be: 9071 Adams Avenue, Jacksonville, Duval County, Florida 32208.

ARTICLE II. DURATION: This corporation shall have perpetual existence.

ARTICLE III. PURPOSE: The general purpose for which the corporation is organized is: any and all lawful purposes described by Florida Statutes.

ARTICLE IV. CAPITALIZATION AND STOCK: The total number of shares of capital stock which the corporation shall be authorized to issue is: 100 shares. Such shares shall be of a single class of common stock, and shall have a par value of \$1.00 per share. The amount of capital with which the corporation will begin to engage in business is not less than Five Hundred Dollars (\$500.00).

ARTICLE V. MANNER OF ELECTION OF DIRECTORS: The manner which the directors are elected or appointed is as follows: the number of directors may either be increased or diminished from time to time by the by-laws, but shall never be less than three (3). Any director may be removed at any time, with cause, by at least six members of the board of the Board of having the right and entitled to vote at a meeting called for that purpose. The directors of said corporation are to be elected pursuant to the by-laws of said corporation. The initial Board of Directors are as follows:

JOHN PERRY	2320 Tourist Street, Jacksonville, FL 32208
RUTH JOHNSON	9071 Adams Avenue, Jacksonville, FL 32208
JAMES PERRY	9071 Adams Avenue, Jacksonville, FL 32208
CHRISTOPHER PERRY	9071 Adams Avenue, Jacksonville, FL 32208
TAMIKO JOHNSON	9071 Adams Avenue, Jacksonville, FL 32208
KEVIN PERRY	2320 Tourist Street, Jacksonville, FL 32208
LEILONI JOHNSON	9071 Adams Avenue, Jacksonville, FL 32208

ARTICLE VI. INITIAL REGISTERED AGENT AND STREET ADDRESS: The name and the street address of the initial Registered Agent is: 2320 Tourist Street, Jacksonville, FL 32208.

ARTICLE VII. INCORPORATORS: The names and street addresses of the incorporators for these Articles of Incorporation are:

JOHN PERRY Chairman	2320 Tourist Street, Jacksonville, FL 32208
RUTH JOHNSON President	9071 Adams Avenue, Jacksonville, FL 32208
TAMIKO JOHNSON Secretary	9071 Adams Avenue, Jacksonville, FL 32208
JAMES PERRY Treasurer	9071 Adams Avenue, Jacksonville, FL 32208
CHRISTOPHER PERRY	9071 Adams Avenue, Jacksonville, FL 32208
KEVIN PERRY	2320 Tourist Street, Jacksonville, FL 32208
LEILONI JOHNSON	9071 Adams Avenue, Jacksonville, FL 32208

The undersigned incorporators have executed these Articles of Incorporation this 11th day of April, 1997. Signatures of the incorporators:

John Perry

JOHN PERRY
(Typed name of incorporator)

Ruth Johnson

RUTH JOHNSON
(Typed name of incorporator)

James Perry

JAMES PERRY
(Typed name of incorporator)

Christopher J. Perry

CHRISTOPHER J. PERRY
(Typed name of incorporator)

Tamiko Johnson

TAMIKO JOHNSON
(Typed name of incorporator)

Kevin B. Perry

KEVIN B. PERRY
(Typed name of incorporator)

Leiloni Johnson

LEILONI JOHNSON
(Typed name of incorporator)

**STATE OF FLORIDA
COUNTY OF DUVAL**

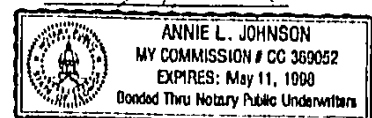
I **HEREBY CERTIFY** that on this day, before me, a Notary Public duly authorized in the State and County named above to take acknowledgments, personally appeared: JOHN PERRY, RUTH JOHNSON, JAMES PERRY, CHRISTOPHER PERRY, TAMIKO JOHNSON, KEVIN PERRY and LEILONI JOHNSON, to me well known to be the persons described as subscribers in and who executed the foregoing Articles of Incorporation, and they acknowledged before me that they subscribed to those Articles of Incorporation.

WITNESS my hand and official seal in the County and State named above, this 10th day of April, 1997.

Annie L. Johnson

NOTARY PUBLIC, State of Florida
At Large

My commission expires: May 11, 1998



CERTIFICATE OF DESIGNATION

FILED

97 APR 29 AM 9:30

REGISTERED AGENT/REGISTERED OFFICE

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Sections 6-7.0501 or 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is: AEH PENCO CORPORATION, INC.
2. The name and address of the Registered Agent and office is: JOHN PERRY, 2320 Tourist Street, Jacksonville, Duval County, Florida 32208.

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

Signature: _____

Date: _____

John Perry
4-11-97