

Roll # 2412

P97000049140

THOMAS SMAIL
991 MONTROSE ST.
CLERMONT, FL 34711
August 13, 1996

Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

600002200916--5
-05/04/97--01032--016
*****78.75 *****78.75

RE: Incorporation of ABOVE ALL, INC.

Dear Sir:

Enclosed are the articles of incorporation and a check for \$78.75
with the fees consisting of:

Filing Fee	35.00
Designation of registered agent	35.00
<u>Certificate under Seal</u>	<u>8.75</u>

TOTAL 78.75

The Above amount covers the charges related to the incorporation
the above named company. Your attention to this matter is
appreciated. If there are any questions, please contact me at
(352)-394-0456.

FILED
97 JUN 13 PM 12:34
TALLAHASSEE, FLORIDA

Sincerely,

THOMAS SMAIL

JUN 5

BSB

611
W97-13243



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

June 5, 1997

THOMAS SMAIL
991 MONTROSE STREET
CLERMONT, FL 34711

SUBJECT: ABOVE ALL, INC.
Ref. Number: W97000013243

We have received your document for ABOVE ALL, INC. and check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The registered agent must sign accepting the designation.

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) 487-6925.

Brenda Baker
Corporate Specialist

Letter Number: 897A00030520

ARTICLES OF INCORPORATION
OF
ABOVE ALL, INC.

FILED
97 JUN 11 PM 12:34

TALLAHASSEE
FLORIDA

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

ARTICLE I. NAME

The name of this corporation is:

ABOVE ALL, INC.

ARTICLE II. NATURE OF BUSINESS

The corporation may engage in any activities or business permitted under the laws of the United States and of the State of Florida.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time shall be as follows: One Thousand (1,000) shares of common stock having a par value of \$1.00 per share. The consideration to be paid for each share shall be as fixed by the board of directors, and may take the form of services rendered, cash, property, or any other form deemed satisfactory by the board of directors.

ARTICLE IV. INITIAL CAPITAL

The amount of capital with which this corporation will begin business shall not be less than Five Hundred Dollars (\$500.00).

ARTICLE V. TERM OF EXISTENCE

The corporation is to exist perpetually.

ARTICLE VI. ADDRESS

The initial street address of the principal office of the corporation in the State of Florida shall be: 991 MONTROSE ST., CLERMONT, FL 34711 The board of directors may from time to time move the principal office to any other place or places as may be designated by the board of directors.

ARTICLE VII. DIRECTORS

This corporation shall have one director initially. The number of directors may be increased or diminished from time to time, by by-laws adopted by the stockholders, but shall never be less than one.

At all times during which this corporation is authorized to have one director, the term "board of directors" as used herein shall mean the one director of this corporation.

ARTICLE VIII. DIRECTORS' POWERS

The board of directors shall have the power to fix or change salaries of the directors as directors and as officers, to restrict the transfer of stock by stockholders, to indemnify directors and officers against liability for their good faith acts and omissions to

permit contracts or other transactions between the corporation and one or more of its directors individually or business in which one or more of its directors are interested, and to exercise such other powers of the corporation as are not inconsistent with these articles or with any by-laws that may be adopted by the stockholders.

ARTICLE IX. ORIGINAL DIRECTORS

The names and street addresses of the members of the first board of directors are:

<u>NAME</u>	<u>ADDRESS</u>
THOMAS SMAIL	991 MONTROSE ST. CLERMONT, FL. 34711

ARTICLE X. SUBSCRIBER

The name and address of the subscriber to these Articles of Incorporation is:

<u>NAME</u>	<u>ADDRESS</u>
THOMAS SMAIL	991 MONTROSE ST. CLERMONT, FL. 34711


ARTICLE XI. REGISTERED OFFICE AND REGISTERED AGENT

The street address of the office registered for the corporation shall be c/o THOMAS SMAIL 991 MONTROSE ST. CLERMONT, FL. 34711. The initial registered agent shall be THOMAS SMAIL.

ARTICLE XII. AMENDMENTS

The corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter prescribed by law, and all rights conferred on stockholders herein are granted and subject to this reservation.

IN WITNESS WHEREOF, We, the undersigned subscribers, have hereunto set our hand and seal, this _____ day of _____, 1995, for the purpose of forming this corporation under the laws of the State of Florida, and do hereby make and file in the office of the Secretary of the State of Florida these Articles of Incorporation and certify that the facts herein stated are true.


THOMAS SMAIL

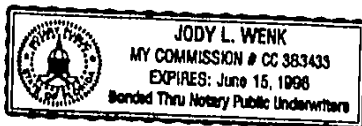
STATE OF FLORIDA
COUNTY OF
LAKE

I hereby certify that on this day, before me, a notary public, duly authorized in the state and county named above to take acknowledgements, personally appeared

THOMAS SMAIL

to me known to be the person described as subscriber in and who executed the foregoing Articles of Incorporation, and acknowledged before me that he subscribed to these Articles of Incorporation.

WITNESS my hand and official seal in the county and state named above this 3rd of February 1995.




Notary Public

My commission expires: 6-15-98

**CERTIFICATE DESIGNATING
REGISTERED AGENT/REGISTERED OFFICE**

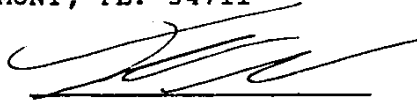
Pursuant to the provisions of Section 607.325, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the office/registered agent, in the State of Florida.

1. The name of the corporation is:

ABOVE ALL, INC.

2. The name and address of the registered agent and office is:

THOMAS SMAIL 991 MONTROSE ST. CLERMONT, FL. 34711

Signature 

(Corporate Officer)

Director
Title

pres.

Date

6-7-97

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED 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 AND COMPLETE PERFORMANCES OF MY DUTIES, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.325 FLORIDA STATUTES.

SIGNATURE 

Registered Agent

DATE

6-7-97