

Document Number Only

CT CORPORATION SYSTEM

660 EAST JEFFERSON STREET

Requestor's Name
TALLAHASSEE, FL 32301

Address

222-1092

City State Zip Phone

CORPORATION(S) NAME

400002268514--9

-08/15/97--01078--010

*****70.00 *****70.00

All Service Acquisition Corp.

☒ Profit Articles

☐ NonProfit

☐ Limited Liability Co.

☐ Foreign

☐ Amendment

☐ Dissolution/Withdrawal

☐ Annual Report

☐ Reservation

☐ Photo Copies

☐ Call if Problem

☐ Will Wait

☐ Merger

☐ Mark

☐ Other

☐ Change of R.A.

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

August 15, 1997

CT CORPORATION SYSTEM

TALLAHASSEE, FL 32301

SUBJECT: ALL SERVICE ACQUISITION CORP.
Ref. Number: W97000018927

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

You must list the corporation's principal office and/or a mailing address in the document.

Please return the original and one copy of 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 (850) 487-6934.

Loria Poole
Corporate Specialist

Letter Number: 697A00041500

**ARTICLES OF INCORPORATION
OF
ALL SERVICE ACQUISITION CORP.**

TO THE SECRETARY OF STATE OF THE STATE OF FLORIDA:

Pursuant to Section 607 of the Florida Business Corporation Act, the undersigned, acting as incorporator of a corporation, adopts the following articles of incorporation for the corporation.

ARTICLE I.

Name

The name of the Corporation is ALL SERVICE ACQUISITION CORP.

ARTICLE II.

Duration

The period of the duration of the Corporation is perpetual.

ARTICLE III.

Purpose

The purpose for which the Corporation is organized is to transact any and all lawful business for which corporations may be incorporated under the Florida Business Corporation Act (the "FBCA").

ARTICLE IV.

Capital Stock

1. **Common Stock.** The Corporation shall have authority to issue one class of stock, and the total number of shares authorized shall be Five Thousand (5,000) shares of common stock, par value \$.01 per share ("Common Stock").

2. **Preemptive Rights Denied.** No shareholder shall have any preemptive right to acquire any additional unissued or treasury shares of the Corporation of any class now or hereafter authorized or held.

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

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3. Cumulative Voting Denied. Shareholders of the Corporation shall not have the right to cumulate their votes at any election of directors. At each such election of directors, each shareholder shall be entitled to vote in person or by proxy the number of shares owned by him in the election of each director for whose election he has a right to vote.

ARTICLE V.
Initial Consideration for Issuance of Shares

The Corporation will not commence business until it has received for the issuance of its shares consideration of a value of at least One Thousand and No/100 Dollars (\$1,000.00), consisting of money, labor done, or property actually received.

ARTICLE VI.
Initial Registered Office and Agent

The address of the initial registered office of the Corporation is c/o CT Corporation System, 1200 South Pine Island Road, City of Plantation, Florida 33324. The name of the initial registered agent of the Corporation at such address is CT Corporation System.

ARTICLE VII.
Initial Board of Directors

The number of Directors shall from time to time be fixed by the Bylaws of the Corporation. The number of Directors constituting the initial Board of Directors is one (1). Directors need not be residents of the State of Florida or shareholders of the Corporation. The name and address of the person elected to serve as the initial Director until the first annual meeting of the shareholders, or

until his successors shall have been duly elected, unless he shall sooner die, resign or be removed, in accordance with the Bylaws of the Corporation, are as follows:

<u>Name</u>	<u>Address</u>
J. Patrick Millinor, Jr.	1800 West Loop South, Suite 1375 Houston, Texas 77027

ARTICLE VIII.
Limitation of Director Liability

To the greatest extent permitted by applicable law in effect from time to time, a Director of the Corporation shall not be liable to the Corporation or its shareholders for monetary damages for an act or omission in the Director's capacity as a Director except for liability for: (i) a breach of a Director's duty of loyalty to the Corporation or its shareholders; (ii) an act or omission not in good faith that constitutes a breach of duty of the Director to the Corporation or that involves intentional misconduct or a knowing violation of the law; (iii) a transaction from which a Director received an improper benefit, whether or not the benefit resulted from an action taken within the scope of the Director's office; or (iv) an act or omission for which the liability of a Director is expressly provided for by statute.

ARTICLE IX.
Indemnification

The Corporation shall be entitled to indemnify its current or former directors, officers, employees and agents or any person who served or is serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other

enterprise from and against any and all expenses, liabilities or other matters to the fullest extent permitted by the FBCA. Such indemnification shall not be deemed exclusive of any other rights to which such person may be entitled, under any bylaws, agreements, vote of shareholders or disinterested directors, or otherwise, both as to actions taken in their official capacity and as to action in another capacity while holding such office, and shall inure to the benefit of the heirs, executors and administrators of such persons. The Corporation shall have the power to enter into agreements providing for indemnification by the Corporation of current or former officers, directors, general partners, employees and agents or any other person of or who served any predecessor corporation, partnership, joint venture, trust or other enterprise from and against any and all expenses, liabilities or other matters.

ARTICLE X.
Principal Office

The address of the principal office of the Corporation is as follows:

All Service Acquisition Corp.
1800 West Loop South
Suite 1375
Houston, Texas 77027

ARTICLE XI.
Incorporator

The name and address of the incorporator of the Corporation is as follows:

Name

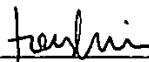
Address

Tony L. Visage

711 Louisiana, Suite 2900, Houston, Texas 77002

The undersigned, being the incorporator designated herein, executes these Articles of Incorporation and certifies to the truth of the facts stated therein this 14th day of August, 1997.

INCORPORATOR:


Tony L. Visage

ACCEPTANCE BY THE REGISTERED AGENT AS REQUIRED IN SECTION 607.0501(3)
F.S.: CT CORPORATION SYSTEM IS FAMILIAR WITH AND ACCEPTS THE
OBLIGATIONS PROVIDED FOR IN SECTION 607.0505.

CT CORPORATION SYSTEM

DATED AUG. 14 , 1997.

By: 

VICTOR ALFANO
(Type Name of Officer)

ASST. SECRETARY
(Title of Officer)

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TALLAHASSEE FLORIDA