

P98000092603
David A. Dorsey
5618 Grand Blvd.
New Port Richey, Florida 34652

October 28, 1998

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

EFFECTIVE DATE
11-1-98

200002676482--7
-10/30/98--01025--018
****122.50 *****78.75

Subject: ED CROSSLEY, INC.

Enclosed is an original and one (1) copy of the articles of incorporation and our check for \$ 122.50.

From: David A. Dorsey
5618 Grand Blvd.
New Port Richey, Florida 34652
(813)-846-0556
Fax (813)-848-8048

FILED
98 OCT 30 AM 8:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

11/2/98
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ARTICLES OF INCORPORATION
OF

ED CROSSLEY, INC.

EFFECTIVE DATE
11-1-98

FILED
98 OCT 30 AM 8:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I the undersigned, hereby organize for the purpose of becoming a Corporation under the laws of the State of Florida, providing for the formation, rights, privileges, immunities and liabilities of Corporations for profit.

ARTICLE I - NAME

The name of the corporation shall be ED CROSSLEY, INC.

ARTICLE II - DURATION

As provided in Florida Statutes, Chapter 607, this Corporation shall exist in perpetuity, commencing on November 1st, 1998.

ARTICLE III - PURPOSE

This Corporation may engage in any activity or business under the laws of the United States and the State of Florida's General Corporation Act.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 1,000 shares of Common Stock at \$1.00 par value.

ARTICLE V - PRE-EMPTIVE RIGHTS

Each shareholder of any class of stock of this Corporation shall be entitled to full preemptive rights to purchase any unissued or treasury shares of the Corporation and any securities of the Corporation convertible into or carrying a right to subscribe to or acquire any unissued or treasury.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The principal office and mailing address of the initial registered office of this Corporation is 10850 Navajo Court, New Port Richey, Florida 34654. The name of the initial registered agent of this corporation at that address is EDWARD R. CROSSLEY.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) director initially. The number of directors may be increased or decreased from time to time by the bylaws, but shall never be less than one (1). The name and address of the initial director of this corporation is:

Edward R. Crossley
10850 Navajo Court
New Port Richey, Florida 34654

ARTICLE VIII - INCORPORATOR

The name and address of the initial subscriber signing these Articles is as follows:

Edward R. Crossley
10850 Navajo Court
New Port Richey, Florida 34654

ARTICLE IX - BYLAWS

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors and Shareholders.

ARTICLE X - ADOPTION OF THE BYLAWS

A special meeting of the subscribers or their assigns shall be held, upon the call of the President, for the purpose of completing the organization of the Corporation and the adoption of the bylaws and the transaction of such other business as may come before the meeting.

ARTICLE XI - AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

ARTICLE XII - INDEMNIFICATION

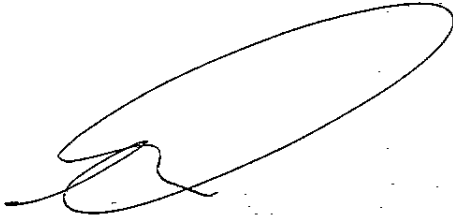
In addition to any rights and duties under applicable law, the corporation shall indemnify and hold harmless all its directors, officers, employees and agents, and former directors, officers, employees and agents from and against all liabilities and obligations including attorney's fees, incurred in connection with any actions taken or failed to be taken by said directors, officers, employees and agents in their capacity as such, except for willful misconduct or gross negligence.

In witness wherefore, the undersigned subscriber has executed these Articles of Incorporation, this 28th day of October 1998.



Edward R. Crossley, Subscriber

Having been named registered agent to accept service of process for the above stated corporation, at the place designated in the Articles, I hereby accept to act in this capacity, and agree to comply with the provisions of the Florida Statutes in all matters relative thereto.



Edward R. Crossley, Registered Agent

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