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TRANSMITTAL LETTER

Date: January 1, 1999

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

Dear Sir or Madam:

Enclosed please find Articles of Incorporation for **A & D LOCK & KEY OF USA INC.** along with a check in the amount of \$ 70.00 for filing fee and designation of registered agent.

We are enclosing a copy of the ARTICLES and respectfully request that you stamp it and return it to us.

Please mail the REGISTRATION LETTER and stamped copy of ARTICLES to:

Michael D. Pasek
c/o Tax Centers, Inc.
4851 85th Avenue
Pinellas Park, FL 33781
(727) 544-2796

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

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Thank you.

W99-214

TA-1/15/99



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

January 5, 1999

MICHAEL D. PASEK
% TAX CENTERS, INC.
4851 85TH AVE
PINELLAS PARK, FL 33781

SUBJECT: A & D LOCK & KEY OF TAMPA INC.
Ref. Number: W99000000214

We have received your document for A & D LOCK & KEY OF TAMPA INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(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 a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

DUE TO THE FACT THAT "A & D LOCK AND KEY, INC." IS ALSO IN TAMPA, IT MAY CAUSE POTENTIAL PROBLEMS TO FILE USING A & D LOCK & KEY OF TAMPA INC.

We regret that we were unable to contact you by phone. Please return the corrected document with a letter providing us with an address and telephone number where you can be reached during working hours.

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) 487-6926.

Tracy Augsburger
Document Specialist

Letter Number: 799A00000376

Division of Corporations - P.O. BOX 6327 -Tallahassee, Florida 32314

Articles of Incorporation

1. The name of the corporation is: **A & D LOCK & KEY OF USA INC.**
2. The principal place of business and mailing address of the corporation is:
218 Claire Dr., Seffner, FL 33584
3. The corporation shall have the authority to issue 1,000 shares of common stock, in one class only, each with a par value of \$ 0.10.
4. The registered agent of the corporation is Michael D. Pasek and the registered address is 4851 85th Avenue, Pinellas Park, FL 33781.
5. The initial Board of Directors shall have two members whose names and addresses are as follows:
Danuta Widlak, 218 Claire Dr., Seffner, FL 33584
Boguslaw Widlak, 218 Claire Dr., Seffner, FL 33584

The number of directors may be raised or lowered by amendment of the bylaws of the corporation but shall in no case be less than one.

6. The incorporator of this corporation is Danuta Widlak whose address is 218 Claire Dr., Seffner, FL 33584

Dated 1/11/99

Danuta Widlak
Incorporator

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 am familiar with and accept the obligations of my position as registered agent.

Dated 1/11/99

Michael Pasek
Registered Agent

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99 JAN 15 AM 10:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA