



LOUIS ERICKSON
ATTORNEY AT LAW

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 APR 30 PM 2:54

April 28, 1998

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Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

Re: A-1 AIR KARE, INC.

Dear Sir or Madam:

Regarding the above-referenced new corporation, please
find enclosed the following:

1. Articles of Incorporation to be filed;
2. Designation of Registered Agent;
3. Check in the amount of \$122.50 covering the
following:

(a) Certified Copy	\$52.50
(b) Filing Fee	35.00
(c) Registered Agent	35.00
Total	\$122.50

Please file the original, certify the copy and return
same to this office in the envelope provided.

Sincerely yours,

Robin Levingston
Legal Assistant

/rl
Enclosures

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ARTICLES OF INCORPORATION
OF
A-1 AIR KARE, INC.

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

ARTICLE ONE

NAME

The name of this corporation is: A-1 AIR KARE, INC., with the principal office at: 5263 Confederate Drive, Naples, Florida 34113.

ARTICLE TWO

DURATION

The duration of this corporation shall be perpetual.

ARTICLE THREE

PURPOSE

The purpose of this corporation is the transaction of any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE FOUR

STOCK

The corporation shall have authority to issue 7,500 shares of

common stock consisting of one class only. The stock shall have a par value of \$1.00 per share.

ARTICLE FIVE

SUBSCRIBER

The name and street address of the subscriber of the initial issue of stock under these Articles of Incorporation is: David C. Newkirk, Jr., 5263 Confederate Drive, Naples, Florida 34113.

ARTICLE SIX

REGISTERED OFFICE AND REGISTERED AGENT

The street address of the registered office shall be 2301 C.R. 951, Suite F, Naples, Florida 34116, and the initial registered agent at such address shall be Louis S. Erickson.

ARTICLE SEVEN

MANAGEMENT

The corporation shall be managed by the shareholders of the corporation instead of a Board of Directors.

ARTICLE EIGHT

INCORPORATOR

The name and address of the Incorporator: David C. Newkirk, Jr., 5263 Confederate Drive, Naples, Florida 34113.

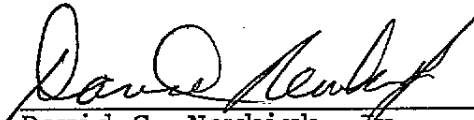
ARTICLE NINE

AMENDMENTS

These Articles of Incorporation may be amended in the manner

provided by law.

IN WITNESS WHEREOF, the undersigned has made and subscribed the foregoing Articles of Incorporation on this 27th day of April, 1998, in Naples, Collier County, Florida.


David C. Newkirk, Jr.
Incorporator

STATE OF FLORIDA
COUNTY OF COLLIER

I HEREBY CERTIFY, that on this day, personally appeared before me, an officer duly authorized to take acknowledgements, DAVID C. NEWKIRK, to me personally known or who identified himself with a Florida Driver's License, and who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed the same.

WITNESS MY HAND and official seal in the County and State aforesaid, on this 27th day of April, 1998.



Robin L. Livingston
My Commission CC689145
Expires December 15, 2001



Notary Public

DESIGNATION OF REGISTERED AGENT

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In accordance with Chapter 48.091, Fla. Stat., the following is submitted in compliance with said Act:

The incorporator of A-1 AIR KARE, INC., desiring to organize under the laws of the State of Florida with its principal office as indicated in the Articles of Incorporation, hereby designates Louis S. Erickson, Esquire, 2301 C.R. 951, Suite F, Naples, Florida 34116, to be the registered agent to accept service of process within the state.


DAVID C. NEWKIRK, JR.
Incorporator

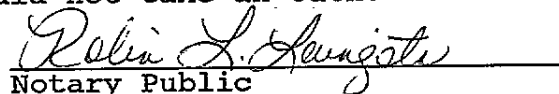
ACCEPTANCE


Having been named Registered Agent to accept service of process for the above stated corporation at the place designated, I hereby accept to act in this capacity and agree to comply with the provision of Fla. Stat. relative to keeping open said office.


LOUIS S. ERICKSON

STATE OF FLORIDA
COUNTY OF COLLIER

The foregoing instrument was acknowledged before me this 27th day of April, 1998, by LOUIS S. ERICKSON, who is personally known to me and who did not take an oath.


Notary Public

 Robin L. Livingston
My Commission CC899145
Expires December 15, 2001