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TRANSMITTAL LETTER

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

FILED

01 MAR 12 PM 2:53

DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA

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-03/12/01--01066--005
*****78.75 *****78.75

SUBJECT: BBB OF GAINESVILLE, INC.

Enclosed is an original and one (1) copy of the articles of incorporation and a check for:

____ \$70.00
Filing Fee

____ \$78.75
Filing Fee
& Certificate of
Status

X \$78.75
Filing Fee
& Certified Copy

____ \$87.50
Filing Fee
Certified Copy
& Certificate of Status

ADDITIONAL COPY REQUIRED

FROM: Frank P. Saier, Esq.
Scruggs & Carmichael, P.A.
3426-B NW 43rd St.
Gainesville, FL 32606

352/374-4120 ext. 309

NOTE: Please provide the original and one copy of the articles.

B. BROWN MAR 15 2001 ✓

**ARTICLES OF INCORPORATION
OF
BBB OF GAINESVILLE, INC.**

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CLERK OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation, being natural person(s) competent to contract, hereby, for the purpose of forming a corporation under the laws of the State of Florida, adopt the following Articles of Incorporation for such corporation:

ARTICLE I

NAME: The name of the corporation shall be BBB of Gainesville, Inc.

ARTICLE II

NATURE OF BUSINESS: The general nature of the business to be transacted by this corporation is:

1. To conduct business in, having one or more offices in, and buy, hold, mortgage, sell, convey, lease or otherwise dispose of real property and personal property, including franchises, patents, copyrights, trademarks, and licenses in the State of Florida and all other states and countries.
2. To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidences of indebtedness and execute such mortgages, or transfers of corporate indebtedness as required.
3. To purchase the corporate assets of any other corporation engaged in same or other character of business.
4. To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge, or otherwise acquire or dispose of shares of the capital stock of, or any bond securities, or other evidence of indebtedness created by this or any other corporation of the State of Florida or any other state or government, and while owner of such stock exercise all rights, powers, and privileges of ownership, including the right to vote such stock.
5. To engage in any other lawful activity or business permitted under the laws of the State of Florida and of the United States of America.

ARTICLE III

CAPITAL STOCK: The maximum number of shares of stock this corporation is authorized to have outstanding at any time is 7,000 shares of common stock at a par value of One Dollar (\$1.00) per share.

ARTICLE IV

INITIAL CAPITAL: The amount of capital with which this corporation will begin business is Five Hundred Dollars (\$500.00).

ARTICLE V

TERM OF EXISTENCE: The corporation is to exist perpetually.

ARTICLE VI

ADDRESS: The initial address of the principal offices of the corporation is 1720 W. University Ave., Gainesville, Florida 32603. The Board of Directors may from time to time move the principal office to any other address in the State of Florida

ARTICLE VII

DIRECTORS: The corporation shall have two (2) directors initially and shall be comprised of stockholders only. The number of Directors may be increased or decreased from time to time by By-Laws adopted by the stockholders but shall never be less than one (1) or more than nine (9). The Directors shall be elected by the shareholders at the annual meeting of the corporation.

ARTICLE VIII

BOARD OF DIRECTORS: The names and addresses of the members of the first Board of Directors to serve for the first year or until otherwise replaced according to the By-Laws adopted by the stockholders are: James B. Barnes and Terry J. Barnes, 1720 W. University Ave., Gainesville, FL 32603

ARTICLE IX

SUBSCRIBER: The name and address of the subscriber to these Articles of Incorporation is Frank P. Saier, Esq., 3426-B NW 43rd St., Gainesville, Florida 32606

ARTICLE X

REGISTERED AGENT AND REGISTERED ADDRESS: Frank P. Saier, 3426-B NW 43rd St., Gainesville, Florida 32606 is authorized to serve as the initial registered agent of the corporation to accept service of process as registered agent of the corporation.

ARTICLE XI

PRE-EMPTIVE RIGHTS: Each shareholder of this corporation shall have a pre-emptive right to purchase additional shares of the corporation at any such time as the same are offered for sale by the corporation.

ARTICLE XII

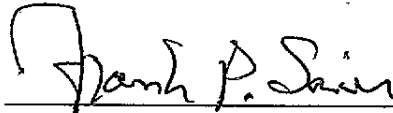
BY-LAWS: The stockholders shall be authorized to adopt by-laws, including therein a provision for replacement of loss or destroyed stock certificates; for a lien upon the stock for stockholders' indebtedness to the corporation; that such by-laws are not to be inconsistent with the laws of the State of Florida; that the by-

laws can be amended by the stockholders of this corporation; and a provision that, by a stockholder's agreement or by-laws, the corporation may restrict the transfer or encumbrance of any and all the stock.

ARTICLE XIII

AMENDMENTS: These Articles of Incorporation may be amended in the manner provided herein except as modified by Florida Law. Each amendment must be approved by a majority vote of those stockholders entitled to vote thereon, at a meeting for which at least ten days advance notice was given to all stockholders of the language of the proposed amendment, unless all stockholders execute a written waiver of the requirement for advance notice. Notice shall be accomplished by hand delivery to each stockholder or by furnishing a copy of the notice of meeting to the stockholders last known address by use of United States Postal Services.

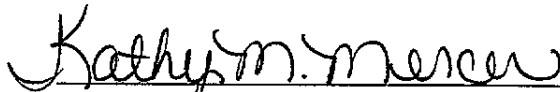
IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation on this 8 day of March, 2001.


Frank P. Saier, Subscriber

STATE OF FLORIDA
COUNTY OF ALACHUA

BEFORE ME, the undersigned authority personally appeared Frank P. Saier, to me personally known or who provided _____ as identification and known to be the person described in and who executed the foregoing Articles of Incorporation, and who acknowledged to and before me that he signed the same freely and voluntarily for the uses and purposes therein expressed.

WITNESS my hand and seal at Gainesville, Alachua County, Florida, this 8th day of March, 2000.


Notary Public, State of Florida
My Commission expires:

KATHY M. MERCER
Notary Public, State of Florida
My comm. exp. Oct. 25, 2002
Comm. No. CC785741

CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

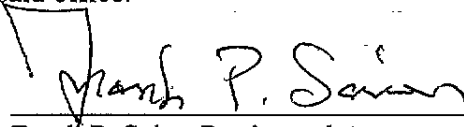
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CLERK OF STATE
TALLAHASSEE, FLORIDA

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

That BBB of Gainesville, Inc., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation, in the City of Gainesville, County of Alachua, State of Florida, has named Frank P. Saier, Esq., 3426-B NW 43rd St., Gainesville, Florida 32606 as its agent to accept service of process within this State.

ACKNOWLEDGMENT:

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



Frank P. Saier, Registered Agent