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1/31/95

FLORIDA DIVISION OF CORPORATIONS
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ELECTRONIC FILING COVER SHEET

TO: DIVISION OF CORPORATIONS
DEPARTMENT OF STATE
STATE OF FLORIDA
409 EAST GAINES STREET
TALLAHASSEE, FL 32399

FROM: HARRIS, BARRETT, MANN & DEW
150 2ND AVE N
SUITE 1500
ST PETERSBURG FL 33701-

FAX: (904) 922-4000

CONTACT: OUIDA FOX
PHONE: (813) 892-3100
FAX: (813) 898-0227

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DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: BROUGHTON ENTERPRISES, INC.

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DATE REQUESTED: 01/31/1995

TIME REQUESTED: 11:23:38

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TELECOPY COVER LETTER

TO: Secretary of State 1195-1227
FAX NUMBER: (904) 922-4000
CLIENT/MATTER NUMBER: 10691 / K0041
FROM: Neil F. Shields
DATE: 1-31-95 TIME: 11:40 AM
NUMBER OF PAGES (INCLUDING COVER): 8
IF PROBLEMS WITH TRANSMISSION, CALL Maggie
COMMENTS: Articles of Incorporation for Brightstar Enterprises, Inc.

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1195-1227



FLORIDA DEPARTMENT OF STATE

Sandra B. Morham
Secretary of State

January 31, 1995

HARRIS BARRETT MANN & DEW
Y GAIL F. MOULDS
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SUBJECT: BROUGHTON ENTERPRISES, INC.
REF: M95000002210

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Loria Poole
Corporate Specialist

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TELECOPY COVER LETTER

TO: Secretary of State
FAX NUMBER: 1-904-922-4000
CLIENT/MATTER NUMBER: 10669/F0041
FROM: Phil Moulds
DATE: 2/2/95 TIME: 10:10
NUMBER OF PAGES (INCLUDING COVER): 9
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COMMENTS:
redubmittal - Cognate name changed

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19849224000 P.04

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95 FEB -2 PM 12:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
BROUGHTON, INC...

THE UNDERSIGNED HEREBY MAKE, SUBSCRIBE, ACKNOWLEDGE AND FILE
THIS CERTIFICATE FOR THE PURPOSE OF BECOMING A CORPORATION UNDER
THE LAWS OF THE STATE OF FLORIDA.

ARTICLE I

NAME

The name of this corporation is BROUGHTON, INC.
Its principal place of business shall be Barnett Tower, Suite 750,
One Progress Plaza, St. Petersburg, FL 33701.

ARTICLE II

PURPOSE

This corporation may engage in any activity or business
permitted under the laws of the United States and of the State of
Florida.

ARTICLE III

COMMENCEMENT OF CORPORATE EXISTENCE

The existence of this corporation shall commence upon filing
with the Secretary of State's office.

This Instrument Prepared by:
Gail F. Moulds, Esquire
Harris, Barrett, Mann & Dew
150 Second Ave. N., #1500
St. Petersburg, FL 33701
(813) 892-3100
FBN: 0501263

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ARTICLE IV

DURATION

This corporation is to exist perpetually.

ARTICLE V

CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any time is 1,000 of common stock of One and NO/100 (\$1.00) Dollars per share par value.

ARTICLE VI

PRINCIPAL OFFICE AND REGISTERED AGENT

The principal office of the corporation shall be located at Barnett Tower, Suite 705, One Progress Plaza, Pinellas County, Florida 33701.

The name and street address of the initial registered agent of the corporation in the State of Florida is: Gail F. Moulds, Esq. c/o Harris, Barrett, Mann & Dew, 150 Second Avenue North, Suite 1500, St. Petersburg, Pinellas County, Florida 33701. The Board of Directors may, from time to time, appoint a substitute registered agent and move the registered office or the principal office, or both, to any other address in the State of Florida.

ARTICLE VII

OFFICERS

The duties of the initial officers of this corporation shall be as provided by Article III of the By-Laws. The initial officers of this corporation are as follows:

<u>NAME</u>	<u>OFFICE</u>
James E. Broughton	President
Kay T. Broughton	Secretary/Treasurer
Mark D. Broughton	Vice-President
James E. Broughton, Jr.	Vice-President
Brooke A. Delucia	Vice-President
Matthew S. Broughton	Vice-President

ARTICLE VIII

INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) or more director(s) as provided by the By-Laws. Initially, this corporation shall have two (2) directors, the names of whom are as follows:

<u>NAME</u>	<u>ADDRESS</u>
James E. Broughton	Barnett Tower, Suite 750 One Progress Plaza St. Petersburg, Florida 33701
Kay T. Broughton	Barnett Tower, Suite 750 One Progress Plaza St. Petersburg, Florida 33701

ARTICLE IX

BY-LAWS

The initial By-Laws shall be adopted by the Board of Directors. The power to alter, amend or repeal the By-Laws or

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TO

19049224000 P.07

adopt new By-Laws is vested in the Board of Directors, subject to
repeal or change by action of the shareholders.

ARTICLE X

AMENDMENT

The right to amend or repeal any provisions contained in these
Articles of Incorporation, or any amendment hereto, is reserved to
the Board of Directors and the Shareholders as specified under the
laws of Florida.

ARTICLE XI

INCORPORATOR

The names and addresses of the incorporators of this
corporation are:

NAME

ADDRESS

James E. Broughton

Barnet Tower, Suite 750
One Progress Plaza
St. Petersburg, FL 33701

IN WITNESS WHEREOF, these Articles of Incorporation have been
signed, as Incorporator, by: James E. Broughton.

Dated this 30th day of January, 1995.


JAMES E. BROUGHTON

FEB-02-1995 10:22 FROM HARRIS BARRETT DEW

TO

19049224000

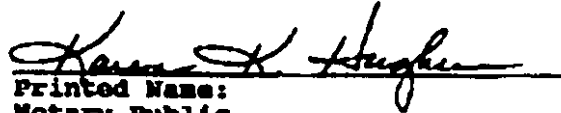
P.03

FAX AUDIT NO. H95000001227

STATE OF FLORIDA

COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me this 30th
day of January, 1995, by James E. Broughton, who is
personally known to me or who has produced _____
as identification, and who did take an oath.



Printed Name:

Notary Public

My Commission Expires:

Serial Number:

PROBOLART



KAREN K. HUGHES
MY COMMISSION & COCOMISS EXPIRES
August 2, 1997
BANKER TRUST AND FIDELITY COMPANY, INC.

FEB-02-1995 10:22 FROM HARRIS BARRETT DEW
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TO

19049224000 P.09

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

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

First -- That BROUGHTON, INC. DESIRING TO organize under the laws of the State of Florida with its principal place of business in Pinellas County, Florida, has named Gail F. Moulds, Esq., located at c/o Harris, Barrett, Mann & Dew, 150 Second Avenue North, Suite 1500, St. Petersburg, Pinellas County, Florida 33701, 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 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.


Registered Agent

19880U.SA

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95 FEB -2 PM 12:35
TALLAHASSEE, FLORIDA

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TOTAL P.09