

P95000035766
FELDMAN & ROBACK
ATTORNEYS AT LAW

3908 26TH STREET WEST • BRADENTON, FLORIDA 34205-3510 • 813/758-8888 • FAX 813/751-5556

MARC H. FELDMAN
JOSEPH ROBACK

24 April 1995

Bureau of Corporate Records
Attn: Doris Brown
P.O. Box 6327
Tallahassee, Florida 32301

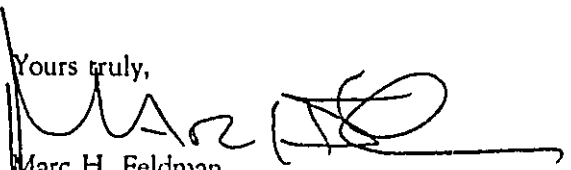
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Re: Florida Business Owners Alliance, Inc.
(formerly submitted as Barter Exchange of S.W. Florida, Inc.)
F&R File No. 7375

Dear Ms. Brown:

This letter follows our telephone conversation on 21 April 1995 regarding the proposed Articles of Incorporation for Barter Exchange of S.W. Florida, Inc. After mailing those Articles to your office, I was advised by my client that we had placed the wrong name upon the documents and that the correct corporate name was to be Florida Business Owners Alliance, Inc. When we spoke, you indicated that the filing could be held pending your receipt of the corrected Articles. Those corrected Articles of Incorporation are now enclosed with this letter. Place file the enclosed Articles of Incorporation in lieu of the previous submission.

Thank you for your assistance in this matter.

Yours truly,

Marc H. Feldman

MHF/tmc
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cc: Robert P. Gratzner, Sr.

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MAY - 9 AM 11:58
TALLAHASSEE, FLORIDA

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95 MAY -8 11:58
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

These Articles of Incorporation are adopted for the purpose of forming a corporation under the laws of the State of Florida, to be filed with the Florida Department of State, as follows:

ARTICLE ONE: NAME

The name of the corporation is Florida Business Owners Alliance, Inc., and its mailing address shall be 4301 32nd Street West, No. E-29, Bradenton, Florida 34205, until and unless such address is subsequently changed by the corporation.

ARTICLE TWO: COMMENCEMENT AND DURATION

The corporation shall commence its corporate existence upon the filing of these Articles of Incorporation with the Florida Department of State and it shall exist perpetually thereafter until dissolved according to law.

ARTICLE THREE: PURPOSE

The corporation is organized for the purpose of transacting any and all business permitted corporations under Florida law.

ARTICLE FOUR: CAPITALIZATION

The corporation shall have the authority to issue 1000 shares of common stock with a par value of 1.00 per share. The shares of stock may be issued for such consideration, having a value not less than the par value thereof, as is determined from time to time by the Board of Directors, to be paid in cash, in property, or in labor or services actually performed for the corporation. Shares may not be issued until the full amount of the consideration for such shares has been paid. Thereafter, such shares shall be deemed to be fully paid and nonassessable.

ARTICLE FIVE: DIRECTORS

The corporation shall have an initial Board of one Director. The number of Directors may thereafter be changed from time to time in accordance with the By-Laws of the corporation. The initial Director shall hold office until the election of a successor Director (or Directors) by the shareholders or until earlier resignation or removal in accordance with the By-Laws of the corporation and Florida law. The following person shall be the initial Director of the corporation:

Robert P. Gratzer, Sr., 3222 40th Street West, Bradenton, Florida 34205

FELDMAN & ROBACK, ATTORNEYS AT LAW, 3908 - 56TH STREET WEST, BRADENTON, FLORIDA 34205, TELEPHONE (941) 758-8888

FELDMAN & ROBACK, ATTORNEYS AT LAW, 3908 - 26TH - STREET WEST, BRADENTON, FLORIDA 34205 TELEPHONE (813) 758-8888

ARTICLE SIX: BY-LAWS

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors; however, the Shareholders may also adopt, alter, amend, or repeal By-Laws in which event the Shareholders may provide in any By-Law made by them that such By-Law shall not be altered, amended, or repealed by the Directors.

ARTICLE SEVEN: AMENDMENT

These Articles of Incorporation may be amended at any time by a vote of the majority of the voting stock of the corporation then outstanding, at any regular meeting of the Shareholders or at any special meeting of the Shareholders called for that purpose.

ARTICLE EIGHT: REGISTERED OFFICE AND AGENT

The initial registered office of the corporation is to be at 3908 26th Street West, Bradenton, Florida, 34205, and the initial Registered Agent at that address is Marc H. Feldman. Such registered office and agent may be changed by the corporation upon filing a proper notice of such change with the Florida Department of State.

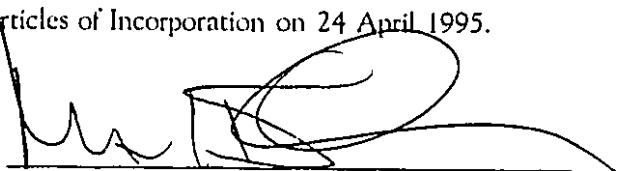
ARTICLE NINE: PREEMPTIVE RIGHTS

Each Shareholder of the corporation shall have the first right to purchase shares and securities convertible into shares of any class, kind or series of stock in the corporation that may from time to time be issued, whether or not presently authorized, including shares from the treasury of the corporation, in the ratio that the number of shares the Shareholder holds at the time of issue bears to the total number of shares outstanding, exclusive of treasury shares. This right shall be deemed waived by any Shareholder who does not exercise it and pay for the shares preempted within thirty days after receipt of a notice in writing from the corporation, stating the price, terms, and conditions of the issue of shares, and inviting the Shareholder to exercise such preemptive rights. This right may also be waived by affirmative written waiver submitted by the Shareholder to the corporation within thirty days of receipt of notice from the corporation.

ARTICLE TEN: INCORPORATOR

This corporation is being formed by Marc H. Feldman, 3908 26th Street West, Bradenton, Florida 34205.

In Witness Whereof, I subscribe to these Articles of Incorporation on 24 April 1995.



Marc H. Feldman

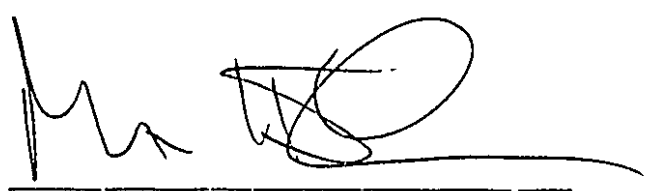
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

I, Marc H. Feldman, accept my appointment as Registered Agent for Florida Business Owners Alliance, Inc., and will maintain the registered office of the corporation in Manatee County, Florida, at 3908 26th Street West, Bradenton, Florida 34205-3510.

I am familiar with and accept the obligations imposed upon me as Registered Agent under Florida Law.

Dated: 24 April 1995.



Marc H. Feldman

FELDMAN & ROBACK
ATTORNEYS AT LAW

3904 26TH STREET WEST • BRADENTON, FLORIDA 34205-5510 • 941/758-8888 • FAX 941/751-5556

MARC H. FELDMAN
JOSEPH ROBACK

P95000035766

4 October 1995

Division of Corporations
Florida Department of State
Attn: Amendments and Merger Section
P.O. Box 6327
Tallahassee, Florida 32314

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*****35.00 *****35.00

Re: Florida Business Owners Alliance, Inc.
Charter No. P95000035766
F&R File No. 7375

To Whom It May Concern:

Enclosed are Articles of Amendment for filing with your department. Also enclosed is a duplicate copy of this filing, which we request be stamped by your Division as filed and returned to this office. A pre-paid return envelope is also enclosed for that purpose, together with our check in the amount of \$35.00 for your filing fee.

Yours truly,

Marc H. Feldman

MHF,dlmc

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cc: Robert P. Gratzel, Sr.

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TALLAHASSEE, FLORIDA

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ARTICLES OF AMENDMENT FLORIDA BUSINESS ALLIANCE, INC.

Florida Business Owners Alliance, Inc., a Florida corporation, hereby amends its Articles of Incorporation by adopting these Articles of Amendment, as follows:

1. The present name of the Corporation prior to adoption of these Articles of Amendment is Florida Business Owners Alliance, Inc.
2. The Articles of Incorporation filed on 8 May 1995 are amended such that, as amended, Article One shall hereafter read as follows:

ARTICLE ONE: NAME

The name of the Corporation is Florida Business Alliance, Inc., and its mailing address shall be 4301 32nd Street West, No. E-29, Bradenton, Florida 34205, until and unless such address is subsequently changed by the Corporation.

3. The foregoing amendment was adopted on 6 October 1995 by unanimous written consent of all Directors and Shareholders of the Corporation; there was only one voting group entitled to vote thereon and the number of votes cast for the amendment by the shareholders were sufficient for approval.
4. This amendment shall be effective upon the filing of these Articles of Amendment with the Florida Department of State.

Dated this 6th day of October, 1995.

Florida Business Owners Alliance, Inc.,
a Florida corporation

by: Robert P. Gratzler, Sr.

Robert P. Gratzler, Sr., President

Attest:

Robert P. Gratzler, Sr.
Robert P. Gratzler, Sr., Secretary

FILED
OCT 26 AM 3:37
TALLAHASSEE
FLORIDA