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Memo from

JOHN L. THOMAS, II
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130 HILLCREST STREET
ORLANDO, FLORIDA 32801
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TO Secretary of State
Corporate Division PO Box 6325
409 E. Gaines St.
Tallahassee, Fla. 32314

DATE 2/5/97

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***122.50 ***122.50

SUBJECT: BISHOP'S UNLIMITED, INC.

FOLD-

Enclosed find duplicate originals of Articles of Incorporation of Bishop's Unlimited, Inc, together with my check in the amount of \$122.00. Please file & return certified copies of Articles of Incorporation to my attention.

FILED
97 FEB 24 AM 10:26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

By John L. Thomas, II

Dmc
3.3.97

ARTICLES OF INCORPORATION
OF
BISHOP'S UNLIMITED, INC.

FILED
97 FEB 24 AM 10:26
SEC. OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation being a natural person, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I.

The name of the corporation is: Bishop's Unlimited, Inc.

ARTICLE II.

The general nature of the business to be transacted by this corporation is to engage in the business of: The ownership, management and operation of various parcels of real property.

To manufacture, purchase or otherwise acquire, and to own, mortgage, pledge, sell, assign, transfer, or otherwise dispose of, and to invest in, trade in, deal in and with goods, wares, merchandise, real and personal property, and services of every class, kind and description; except that it is not to conduct a banking, safe deposit, trust, insurance surety, express, railroad, canal, telegraph, telephone or cemetery company, a building and loan association, fraternal benefit society, state fair or exposition.

To conduct businesses in, have one or more offices in, and to buy, hold, mortgage, sell, convey, lease or otherwise dispose of real and personal property, including franchises, patents, copyrights, trademarks, and licenses in the State of Florida and in all other states or countries.

To contract debts, borrow money, issue and sell or pledge bonds, debentures, notes and other evidence of indebtedness; and execute such mortgages, transfers of corporate property, or other instruments to secure payment of corporate indebtedness as required.

To purchase the corporate assets of any other corporation and to engage in the same or other character of business.

To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge, or otherwise acquire or dispose of, the shares of capital stock or of any bonds, securities or other evidence of indebtedness created by any other corporation of the State of Florida or any other state or government and while owner of such stock to exercise all the rights, powers and privileges of ownership, including the right to vote such stock.

ARTICLE III.

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is: One hundred (100) shares of common stock, each having a par value of five dollar (\$5.00) per share.

ARTICLE IV.

The amount of capital with which this corporation shall begin business is not less than: five hundred dollars (\$500.00).

ARTICLE V.

This corporation shall exist perpetually.

ARTICLE VI.

The initial post office address of the principal office and registered office of this corporation in the State of Florida is: 1010 Lake Adair Blvd. Orlando, FL 32804

The registered agent of the corporation is: William D. Bishop, Jr.

The registered agent by signing these Articles does hereby accept said designation. The Board of Directors may from time to time move the principal office to any other address in the State of Florida.

ARTICLE VII.

This corporation shall have no less than two director(s) initially. The number of directors may be increased or diminished from time to time by the By-Laws adopted by the stockholders.

ARTICLE VIII.

The names and post office addresses of the first Board of Directors are:

William D. Bishop, Jr.
1010 Lake Adair Blvd.
Orlando, FL 32804

William D. Bishop, III
715 Maxwell St.
Orlando, FL 32804

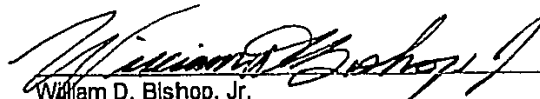
ARTICLE IX.

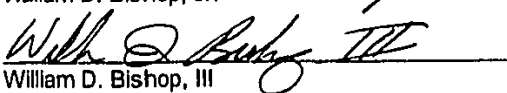
The names and post office address of each subscriber to these Articles of Incorporation, the number of shares of stock each agrees to take, and the value of the consideration therefore are:

<u>Name</u>	<u>Address</u>	<u>Shares</u>	<u>Value</u>
William D. Bishop, Jr.	1010 Lake Adair Blvd Orlando, FL 32804	55	\$275.00
William D. Bishop III	715 Maxwell St. Orlando, FL 32804	45	\$225.00

ARTICLE X.

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholder's meeting by all of the stock entitled to vote thereon, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.


William D. Bishop, Jr.


William D. Bishop, III

STATE OF FLORIDA
COUNTY OF ORANGE

WILLIAM D. BISHOP, JR and
WILLIAM D. BISHOP, III

I HEREBY CERTIFY that on this day, before me a Notary Public duly authorized in the State and County named above to take acknowledgments, personally appeared: _____ who is personally known to me, and who executed the foregoing Articles of Incorporation, and acknowledged before me that he subscribed to those Articles of Incorporation.

WITNESS my hand and official seal in the County and State named above, this 4th day of February, 1997.



JOHN L. THOMAS, II
Notary Public
My Commission Expires:



JOHN L. THOMAS II
My Comm Exp. 3/11/99
Bonded By Service Ins
No. CC444130

Personally Known Other D