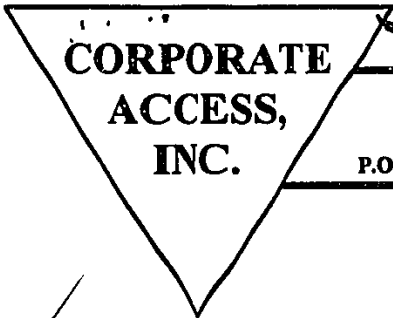


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CORPORATE ACCESS, INC.

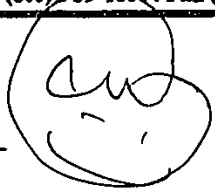
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ARTICLES OF INCORPORATION
OF
B.F. GOODRIBS, INC.

The undersigned, for the purpose of forming a corporation under the provisions of Chapter 607 of the *Florida Statutes*, hereinafter referred to as the Corporation, hereby agrees to the following:

ARTICLE I
Name and Address

The name of the Corporation shall be **B.F. GOODRIBS, INC.** and its mailing address is 4055 Tyrone Boulevard North, St. Petersburg, Florida 33709-4125.

ARTICLE II
Purpose and Powers

Section 1. The Corporation is formed for the purpose of engaging in any lawful activity or business for which corporations may be incorporated under the laws of the State of Florida.

Section 2. The Corporation may exercise all powers, rights and privileges conferred on corporations pursuant to the laws of the State of Florida.

ARTICLE III
Term of Existence

The Corporation shall have perpetual existence. Corporate existence shall commence on August 20, 1997, the date of execution and acknowledgment of these Articles of Incorporation, provided that these Articles of Incorporation are filed with the State of Florida Department of State within five (5) business days of such date. Otherwise, corporate existence shall commence on the date of filing of these Articles of Incorporation.

ARTICLE IV
Capital Stock

The authorized capital stock of the Corporation shall be 1,000 shares of common stock having a par value of \$1.00 per share.

ARTICLE V
Board of Directors

Section 1. The business and affairs of the Corporation shall be managed by a Board of Directors, the members of which shall be hereinafter referred to as Directors.

Section 2. The initial Board of Directors of the Corporation shall consist of one Director, whose name and address is as follows:

Name	Address
Daniel Youness, Sr.	4055 Tyrone Boulevard North St. Petersburg, FL 33709-4125

Section 3. The number of Directors shall be as provided in the Bylaws of the Corporation, but shall not be less than one (1).

Section 4. Directors shall be elected and hold office as provided in the Bylaws.

ARTICLE VI
Bylaws

Section 1. The Board of Directors shall adopt Bylaws for the Corporation at a meeting of the Board of Directors following the filing of these Articles of Incorporation.

Section 2. The power to adopt, alter, amend or repeal the Bylaws of the Corporation may be exercised by the Board of Directors or the shareholders in accordance with the provisions of the Bylaws.

Section 3. Any Bylaws adopted by the Board of Directors or the shareholders may be altered, amended or repealed by the other group; provided, however, that any Bylaws adopted by the shareholders may provide that it shall be altered, amended, or repealed only by the shareholders.

ARTICLE VII
Amendments

These Articles of Incorporation may be amended as set forth in the Florida Statutes, as amended from time to time.

ARTICLE VIII
Registered Office and Agent

Section 1. The street address of the initial registered office of the Corporation shall be **Powell, Carney, Hayes & Silverstein, P.A., One Progress Plaza, Suite 1210, St. Petersburg, Florida 33701.**

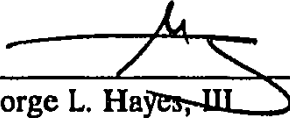
Section 2. The name of the initial registered agent of the Corporation located at said address shall be **George L. Hayes III, Services, Inc.**

ARTICLE IX
Incorporator

The name and address of the incorporator is:

Name	Address
George L. Hayes, III	Barnett Tower, Suite 1210 One Progress Plaza St. Petersburg, FL 33701

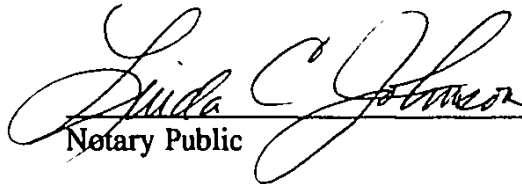
IN WITNESS WHEREOF, for the purpose of forming a corporation under the laws of the State of Florida, the undersigned executed these Articles of Incorporation on this 19th day of August, 1997.


George L. Hayes, III

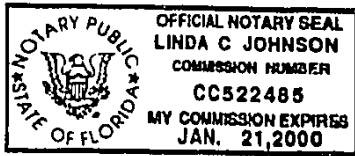
STATE OF FLORIDA)
COUNTY OF PINELLAS)

The foregoing instrument was acknowledged before me this 19th day of August, 1997, by **GEORGE L. HAYES, III**, who is personally known to me or has produced a Florida driver's license or _____ as identification.

My Commission Expires:



Notary Public (SEAL)




(Print Name of Notary Public on this line)

ACCEPTANCE

I hereby accept to act as initial Registered Agent for **B.F. GOODRIBS, INC.**, a Florida corporation, as stated in these Articles of Incorporation.

GEORGE L. HAYES III SERVICES, INC., a Florida corporation

By: 

George L. Hayes, III, President