

P980000 315/3

April 1, 1998

Secretary of State
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

FILED
8 APR - 3 PM 1:59
SECRETARY OF STATE
TALLAHASSEE FLORIDA

RE: FILING ARTICLES OF INCORPORATION; BOYS OF 7 RIVERS, INC.

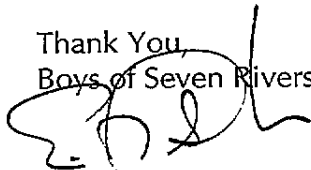
EFFECTIVE DATE
3-31-98

Enclosed, please find the Articles of Incorporation to establish a new corporation, whose name shall be Boys of 7 Rivers, Inc.

Please file these articles at your earliest convenience. The filing fees are \$122.50 for the Articles of Incorporation. Accordingly, a check is enclosed for \$122.50 to pay the fees for this transaction.

If there are any questions or concerns, please call me.

Thank You,
Boys of Seven Rivers, Inc.



Eric D. Abel
Registered Agent

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***122.50 ***122.50

Enclosure



ARTICLES OF INCORPORATION
OF
BOYS OF 7 RIVERS, INC.

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLE I. NAME

The name of this corporation shall be Boys of 7 Rivers, Inc.

EFFECTIVE DATE
3-31-98

ARTICLE II. COMMENCEMENT & DURATION

The commencement of this corporation's existence shall be 31st day of March, 1998.
This corporation's duration shall be perpetual.

ARTICLE III. PURPOSE

This corporation is being organized for the purpose of engaging in the business of investing in and holding shares of other businesses.. In addition, this corporation is organized for the provision of diverse services, for transacting any and all other business and activities, and for engaging in the transaction of any and all lawful business activities permitted under Chapter 607, Florida Statutes, and laws of United States Of America.

ARTICLE IV. CAPITAL STOCK

This corporation shall have the authority to issue 100,000 shares of NO par value common capital stock.

ARTICLE V. PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash by this corporation of any shares of new capital stock of the same kind, class, or series, as that which the shareholder already holds, shall have the preemptive right to purchase a pro rata share thereof (as nearly as may be done without the issuance of fractional shares) at the price at which such shares are offered to others.

ARTICLE VI. TRANSFER RESTRICTIONS

No shareholder shall have the right to sell, assign, pledge, encumber, transfer, or otherwise dispose of any shares of the capital stock of this corporation, without first offering such shares for sale to this corporation at the net asset value thereof. Such offer shall be in writing, signed by the shareholder, sent by registered or certified mail to this corporation at its registered office address, and open for acceptance by this corporation for a period of thirty days from the date of mailing. If this corporation fails or refuses, within such period, to make satisfactory arrangements for the purchase of such shares, the shareholder shall have the right to dispose of such shares without any further restrictions.

On the death of any shareholder, the stock of this corporation shall pass as personal property to the heirs or devisees of the deceased shareholder, provided that such inheritance shall not cause the corporation to lose any advantageous tax status which it may have at the time immediately preceding the death of such shareholder. In which case, this corporation shall have the right to purchase any shares of the capital stock of this corporation owned by the shareholder immediately prior to the shareholder's death, on the terms set forth above, and this provision shall be binding upon the personal representative of the shareholder.

Each stock certificate issued by this corporation shall carry the following legend:

"These Shares Are Held Subject To Certain Transfer Restrictions Imposed By This Corporation's Articles Of Incorporation, A Copy Of Which Is On File At This Corporation's Principal Office."

ARTICLE VII. INITIAL BOARD OF DIRECTORS

The number of directors on this corporation's Initial Board Of Directors shall be three (3). The number of directors may be increased or decreased from time to time, as provided in this corporation's bylaws, but shall never be less than two. The directors of the corporation shall be elected at the annual meeting of the shareholders and directors, as specified in the By-Laws. The election of directors shall be by majority vote of the shareholders.

Any director may be removed from office at any time with or without cause by the affirmative majority vote of the outstanding shares.

The names and addresses of the individuals who shall serve as members of the Initial Board Of Directors are:

Roy Tobiassen
33 N. SHADOW WOOD DR
INVERNESS, FL 34450

Glenn N. Abel
183 N. Mediterranean Way
Inverness, Florida
34453

Dale Yox
2250 N WATERSEDGE DRIVE
CRYSTAL RIVER FL, 34429

ARTICLE VIII. QUORUM AND MEETINGS

A quorum for the transaction of business at any meeting of the board of directors shall exist if fifty-one percent (51%) of the total number of directors shall be present at the meeting, in person or by proxy.

ARTICLE IX. INDEMNIFICATION

This corporation shall indemnify any officer, director, employee, or agent, and any former officer, director, employee, or agent, to the full extent permitted by law.

ARTICLE X. PRINCIPAL OFFICE & INITIAL REGISTERED OFFICE & AGENT

The address of this corporation's principal office shall be:

33 N. SHADOW WOOD DRIVE INVERNESS, FL 34450

The name of the individual who shall serve as this corporation's initial registered agent and the address therefor is: Eric D. Abel, Attorney, 74 W. Chase Street, Hernando, Florida 34442.

ARTICLE XI. INCORPORATOR

The name and address of the individual who shall serve as this corporation's incorporator is: Roy Tobiasen 33 N. SHADOW WOOD DRIVE INVERNESS FL 34450

ARTICLE XII. AMENDMENT

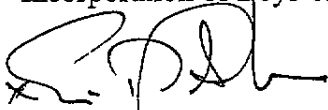
This corporation reserves the right to amend or repeal any provisions in these Articles Of Incorporation, or any amendments hereto. This power to adopt, amend, alter or repeal the Articles of Incorporation of this corporation shall be vested in the Board of Directors by a unanimous vote. Any rights conferred upon the shareholders shall be subject to this reservation.



Roy Tobiasen, Incorporator

State of Florida
County of Citrus

On this 31st day of March, 1998, Roy Tobiasen, designated above as the individual who shall serve as this corporation's incorporator, and personally known to me, personally appeared before me and signed and acknowledged signing these Articles Of Incorporation of Boys of 7 Rivers, Inc.

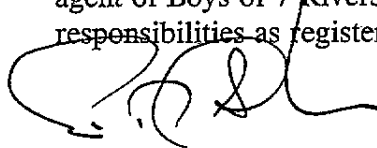


Notary Public



ERIC D ABEL
My Commission **CC430269**
Expires Feb 19 1999
Bonded by ANB
800 852 5878

I hereby accept my designation as registered agent and agree to serve as the registered agent of Boys of 7 Rivers, Inc. I hereby state that I am familiar with and accept the duties and responsibilities as registered agent for Boys of 7 Rivers, Inc.



Eric D. Abel, Registered Agent

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