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DRAG, DE BEAUBIEN, KNIGHT, SIMMONS, MANTZARIS & NEAL

ATTORNEYS AND COUNSELLORS AT LAW
A PARTNERSHIP INCLUDING PROFESSIONAL ASSOCIATIONS

HUGO H. DE BEAUBIEN
THOMAS B. DRAGE, JR.
T. KEVIN KNIGHT††
DANIEL F. MANTZARIS
D. JOHN MORGESON, JR.
THOMAS F. NEAL
JULIE HIONS O'KANE
DAVID H. SIMMONS†† ‡

Post Office Box 87
332 NORTH MAGNOLIA AVENUE
ORLANDO, FLORIDA 32802-0087
(407) 422-2454
TELEFAX (407) 849-1845

KENNETH P. HAZOURI
PATRICK C. HOWELL
BLAIR T. JACKSON
STEPHEN J. JACOBS
JULIE FINK KAUFMAN
MARIA B. LOPES
RACHAEL E. MCMORRIS
HEATHER MORCROFT°
DANIEL J. O'MALLEY
DANIEL P. OSTERNDORF
MATTHEW D. PARDY
ELIZABETH A. LANHAM-PATRIE
NICOLA A. BOOTHE-PERRY
YVETTE RODRIGUEZ
BEN ROSSI, JR.
LAUREN B. ZIMMERMAN
°ALSO ADMITTED TO OHIO BAR

MICHAEL R. ANSAY
DARLENE D. BENEKE
JENNIFER C. FRANK
DALE T. GOBEL
JULIAN GONZALEZ
P. HAYDEN HASKINS, JR.

†† BOARD CERTIFIED CIVIL TRIAL ATTORNEY
‡ BOARD CERTIFIED BUSINESS LITIGATION ATTORNEY

January 3, 2000

Secretary of State
Corporate Records Bureau
Division of Corporations
Department of State
P.O. Box 6327
Tallahassee, FL 32301

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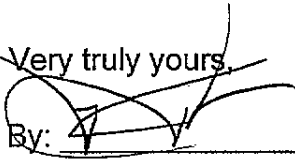
Re: ASB & SGB, Inc.

Dear Sir or Madam:

Enclosed please find the original and one copy of the Articles of Incorporation for ASB & SGB, Inc., for filing with your office.

Also enclosed is a check in the amount of \$78.75 representing the filing fee, registered agent fee, and certified copy fee.

Once the Articles have been filed, please return the certified copy to us. If there are any questions, please contact us.

Very truly yours,
By: 
Kevin Knight

TKK/nv
Enclosure
cc: Ann & Scott Balke

T. Burch JAN 25 2000

ARTICLES OF INCORPORATION
OF
ASB & SGB, INC.

The undersigned incorporator to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation for profit under the laws of the State of Florida:

ARTICLE I. NAME AND PRINCIPAL ADDRESS OF CORPORATION

The name and address of the corporation is: **ASB & SGB, INC.**, 812 Granville Drive, Winter Park, FL 32789.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country territory, or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at one time is 100 shares of common stock having a par value of \$1.00 per share. The corporation will begin business with ONE HUNDRED AND 00/100 DOLLARS. All stock to be issued in this corporation shall qualify under Section 1244 of the Internal Revenue Code of 1986, as amended.

ARTICLE IV. ADDRESS

The street address of the initial registered agent of the corporation shall be 812 Granville Drive, Winter Park, FL 32789, and the name of the initial registered agent of the corporation at that address is Ann S. Balke.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. DIRECTORS

This corporation shall have one (1) Director initially. The names and street addresses of the initial member of the Board of Directors is:

Ann S. Balke
812 Granville Drive
Winter Park, FL 32789

ARTICLE VII. OFFICERS

The names and addresses of the initial officers of the corporation who shall hold office for the first year of the corporation, or until their successors are elected or appointed are:

- | | | |
|----|--------------------------|-----------------------|
| 1. | President/Vice President | |
| | Secretary/Treasurer | Ann S. Balke |
| | | 812 Granville Drive |
| | | Winter Park, FL 32789 |


ARTICLE VIII. INDEMNIFICATION

The corporation shall indemnify any registered agent, officer, director or incorporator, or any former registered agent, officer, or director, to the full extent permitted by law.

ARTICLE IX. INCORPORATOR

The name and address of the incorporator is Ann S. Balke, 812 Granville Drive, Winter Park, FL 32789.


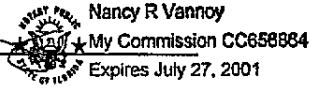
IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal
the 13 day of January, 2000.


ANN S. BALKE

State of Florida
County of Orange

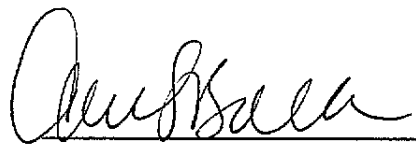
The foregoing instrument was acknowledged before me this 13 day of
JANUARY, 2000, by ANN S. BALKE, who is personally known to me or who has
produced a Florida Driver's License as identification and who did take an oath.

Witness my hand and official seal in the County and State aforesaid this 13 day
of JANUARY, 2000.


Notary Public
My Commission Expires:


ACCEPTANCE BY REGISTERED AGENT

The undersigned hereby accepts the foregoing appointment as Registered Agent
for **ASB & SGB, INC.**


Ann S. Balke,
Registered Agent