



ATTORNEYS AT LAW
THE ANDERSEN FIRM
 A PROFESSIONAL CORPORATION

P000000053293

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REPLY TO: KEY WEST OFFICE

May 23, 2000

VIA FEDEX # 818405742745

Florida Department of State
 Division of Corporations
 409 East Gaines Street
 Tallahassee, FL 32399

000003265900--5
 -05/24/00--01104--016
 *****87.50 *****87.50

Re: COS, Inc.

Dear Sir or Madam:

Please find enclosed two (2) duplicate original Articles of Incorporation for the above referenced corporation, and a check in the amount of \$87.50, representing the following:

| | |
|---------------------------------|-------------|
| Filing fee | 35.00 |
| Designation of Registered Agent | 35.00 |
| Certificate of Status | 8.75 |
| Certified Copy | <u>8.75</u> |

Total.....\$87.50

Please file one set of originals and return one certified copy along with the certificate of status to the undersigned in the enclosed stamped and self-addressed envelope.

Sincerely,

THE ANDERSEN FIRM
 A PROFESSIONAL CORPORATION


 Kenneth Biskner, Esq.

Enclosures

FILED
 00 MAY 24 AM 9:01
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

W. J. Biskner

**ARTICLES OF INCORPORATION
OF
COS, Inc.**

FILED
00 MAY 24 AM 9:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I - NAME

The name of the corporation shall be COS, Inc.

ARTICLE II - PURPOSE

This corporation is organized for the general purpose of transacting all lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes.

ARTICLE III - PRINCIPAL OFFICE

The street and mailing address of the initial principle place of business of this corporation shall be:

COS, Inc.
1075 Duval Street, C21
#188
Key West, FL 33040

ARTICLE IV - CAPITAL STOCK

The number of shares of stock that this corporation is authorized to issue and have outstanding at any one time is 10,000 shares of common stock, each share having a par value of One Dollar (\$.10).

ARTICLE V - INITIAL REGISTERED AGENT AND ADDRESS

The street address of the initial registered office of the corporation, and the name of the registered agent at that office, are as follows:

The Andersen Firm
501 Whitehead Street
Key West, FL 33040

ARTICLE VI - INCORPORATOR

The name and street address of the sole incorporator of this corporation is:

Kenneth J. Biskner, Jr.
501 Whitehead Street
Key West, FL 33040

ARTICLE VII - INITIAL BOARD OF DIRECTORS

The initial board of directors shall consist of one (1) member. The name and address of the person who will serve on the initial board of directors is:

| Name | Address |
|--------------------|--|
| Robert L. Varnadoe | 1075 Duval Street, C21 #188 Key West, FL 33040 |

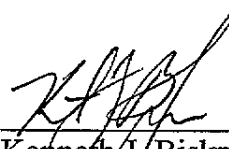
ARTICLE VII - BYLAWS

The power to adopt, alter, amend or repeal bylaws shall be vested in the board of directors of the corporation.

ARTICLE VIII - AMENDMENT

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

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this __ day of May, 2000.



Kenneth J. Biskner, Jr.
Incorporator

STATE OF FLORIDA)
) ss:
COUNTY OF MONROE)

Before me, a notary public authorized to take acknowledgments in the state and county set forth above, personally appeared Kenneth J. Biskner, Jr., known to me to be the person who executed the foregoing articles of incorporation, and acknowledged before me that he executed the same for the purposes therein stated.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the state and county aforesaid, this 23 day of May, 2000.

Kathryn Grace Fleming
Notary Public, State of
Florida at Large

My Commission expires:



Kathryn Grace Fleming
MY COMMISSION # CC933907 EXPIRES
May 7, 2004
BONDED THRU TROY FAIR INSURANCE, INC.

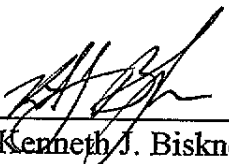
**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT AND REGISTERED OFFICE**

Pursuant to the provisions of § 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement to designate the registered agent and registered office, in the State of Florida.

1. The name of the corporation is COS, Inc.
2. The name and address of the registered agent and office is:

The Andersen Firm, A Professional Corporation
501 Whitehead Street
Key West, FL 33040


FILED
00 MAY 24 AM 9:01
SECRETARY OF STATE
TALLAHASSEE, FL 32304



Kenneth J. Biskner, Jr.
Incorporator of COS, Inc.

Date: 5/23/00

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.



William E. Andersen, President
THE ANDERSEN FIRM, A PROFESSIONAL CORPORATION

Registered Agent, COS, Inc.

Date: 5/23/00