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TOWNSEND & BRANNON
ATTORNEYS AND COUNSELORS AT LAW
608 W. HORATIO STREET
TAMPA, FLORIDA 33606-2228

ANITA C. BRANNON
DAVID A. TOWNSEND

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Writer's E MAIL address:
david@townsendbrannon.com

October 4, 2000

Secretary of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

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-10/09/00--01100--007
*****70.00 *****70.00

Re: BNS Unlimited, Inc.

Greetings:

Enclosed are the original Articles of Incorporation for BNS Unlimited, Inc. and the original Certificate of Registered Agent for the corporation.

I am also enclosing the our check for \$70.00 which includes the following charges:

1. Filing fee for Articles of Incorporation (\$35.00);
2. Filing fee for Certificate of Registered Agent (\$35.00);

An extra copy of the Articles is enclosed to be date stamped and returned to us in the enclosed pre-addressed, stamped envelope.

Your attention to this is appreciated.

Sincerely yours,

DAVID A. TOWNSEND

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

00 OCT - 9 AM 11:44

FILED

DAT/vp

Enclosures

- (Original + copy) Articles of Incorporation
- (Original + copy) Certificate of Registered Agent
- SASE
- Check for \$70.00

A. CHESSEX OCT 9 2000

ARTICLES OF INCORPORATION
OF
BNS UNLIMITED, INC.

The undersigned, as incorporator, and for the purpose of forming a corporation under the Florida Business Corporation Act, submits the following Articles of Incorporation

ARTICLE I

NAME

The name of the corporation is:

BNS UNLIMITED, INC.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLE II

PRINCIPAL OFFICE

The principal place of business and mailing address for the corporation is initially
608 W. Horatio Street, Tampa, FL 33606-2228

ARTICLE III

PURPOSE

The nature of the business and objects and purposes proposed to be transacted, promoted or carried on are to engage in any and all lawful business for which corporations may be organized under the Florida Business Corporation Act.

ARTICLE IV

CAPITAL STOCK

The number of shares of stock that the corporation is authorized to issue is one hundred (100) shares of common stock having no par value.

ARTICLE V

SUBSCRIBERS

The subscribers to all authorized stock of the corporation are:

Wayne Robinson	50%
R.F. DePerte	50%

ARTICLE VI

INITIAL OFFICERS

The initial officers are:

Wayne Robinson, President and Secretary
R.F. DePerte, Vice President and Treasurer

who shall hold office until the first annual meeting of the shareholders and until their successors shall have been elected and qualified or until their earlier resignation, removal from office or death.

ARTICLE VII

MANAGEMENT

The corporation by agreement of its subscribers/ shareholders shall have no board of directors. It shall be managed by the shareholders.

ARTICLE VIII

REGISTERED AGENT

The name and Florida street address of the registered agent is:

David A. Townsend
608 W. Horatio Street
Tampa, FL 33606-2228

ARTICLE IX

INCORPORATOR

The name and address of the Incorporator is:

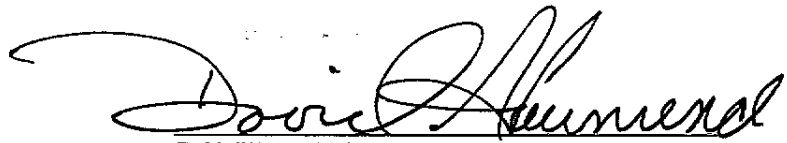
David A. Townsend
Townsend & Brannon
608 W. Horatio Street
Tampa, Florida 33606-2228

ARTICLE X

AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law.

IN WITNESS WHEREOF, the undersigned, as Incorporator, executed the foregoing Articles of Incorporation.

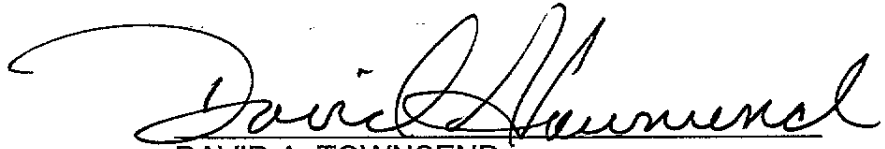

DAVID A. TOWNSEND

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN FLORIDA
NAMING AGENT UPON WHO PROCESS MAY BE SERVED

In compliance with *Section 48.091, Florida Statutes*, the following is submitted.

BNS UNLIMITED, INC. desiring to organize or qualify under the laws of the State of Florida, has named **DAVID A. TOWNSEND** located at 608 W. HORATIO ST., TAMPA, FLORIDA 33606-2228, as its agent to accept service of process within Florida.

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.


DAVID A. TOWNSEND

DATE: 10/3/00

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

00 OCT -9 AM 11:44

FILED