

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

P0000011940

Bills Deals, Inc.

400003489074--5

-12/06/00--01015--012

*****70.00 *****70.00

RECEIVED

00 DEC -6 AM 10:44

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

Signature _____

Requested by: LM

Name

Date 12/6

Time 8:54

Walk-In _____

Will Pick Up _____

- ✓ Art of Inc. File photo
- ____ LTD Partnership File _____
- ____ Foreign Corp. File _____
- ____ L.C. File _____
- ____ Fictitious Name File _____
- ____ Trade/Service Mark _____
- ____ Merger File _____
- ____ Art. of Amend. File _____
- ____ RA Resignation _____
- ____ Dissolution / Withdrawal _____
- ____ Annual Report / Reinstatement _____
- ____ Cert. Copy _____
- ✓ Photo Copy _____
- ____ Certificate of Good Standing _____
- ____ Certificate of Status _____
- ____ Certificate of Fictitious Name _____
- ____ Corp Record Search _____
- ____ Officer Search _____
- ____ Fictitious Search _____
- ____ Fictitious Owner Search _____
- ____ Vehicle Search _____
- ____ Driving Record _____
- ____ UCC 1 or 3 File _____
- ____ UCC 11 Search _____
- ____ UCC 11 Retrieval T. SMITH
- ____ Courier _____

FILED
00 DEC -6 PM 12:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DEC 06 2000

ARTICLES OF INCORPORATION
OF
BILL'S DEALS, INC.

In compliance with the requirements of chapter 607, Florida Statutes, the undersigned, being a natural person, hereby acts as an incorporator in adopting and filing the following articles of incorporation for the purpose of organizing a business corporation.

ARTICLE I

The name of the Corporation ("Corporation") is Bill's Deals, Inc.

ARTICLE II

The existence of the Corporation shall begin on the date the Articles of Incorporation are filed with the Secretary of State of Florida and shall be perpetual.

ARTICLE III

The street address of the principal office of the Corporation is 12 McLane Road, Gulf Breeze, Florida, 32561.

ARTICLE IV

The maximum number of shares this Corporation is authorized to issue is 100, par value \$1.00 per share, all of which shall be Common Shares. All Common Shares shall be identical with each other in every respect and the holders of Common Shares shall be entitled to one vote for each share on all matters on which shareholders have the right to vote.

ARTICLE V

The initial street address of the Corporation's registered office is 3 West Garden Street, Suite 600, Pensacola, Florida 32501. The initial registered agent for the Corporation at that address is James S. Campbell.

ARTICLE VI

The initial board of directors shall consist of one member. This number may be increased or decreased from time to time in accordance with the Corporation's bylaws, but shall never be less than one. The name and address of the person who will serve on the initial board of directors are:

Mr. William E. Ogburn
12 McLane Road
Gulf Breeze, Florida 32561

FILED
00 DEC -6 PM 12:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE VII

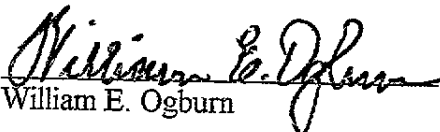
The name and street address of the person signing these articles of incorporation are:

Mr. William E. Ogburn
12 McLane Road
Gulf Breeze, Florida 32561

ARTICLE VIII

The corporation shall indemnify its directors, officers, employees, and agents to the fullest extent permitted by law.

IN WITNESS WHEREOF, the undersigned incorporator has executed these articles of incorporation on Nov. 9, 2000.


William E. Ogburn

STATE OF FLORIDA
COUNTY OF Santa Rosa

The foregoing Articles of Incorporation was subscribed and sworn to before me by William E. Ogburn on November 9, 2000; William E. Ogburn is personally known to me or has produced Personally Known as identification.

-SEAL-




D. Lacey Canan
Commission # CG 912720
Expires Feb. 21, 2004
Bonded Thru
Atlantic Bonding Co., Inc.


NOTARY PUBLIC

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for Bill's Deals, Inc. at the place designated in the articles of incorporation, the undersigned is familiar with and accepts the obligations of that position under F.S. 607.0501(3).

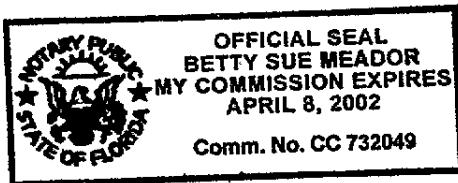

James S. Campbell

STATE OF FLORIDA
COUNTY OF ESCAMBLA

The foregoing Acceptance of Registered Agent was subscribed and sworn to before me by James S. Campbell on November 30, 2000; James S. Campbell is personally known to me or has produced _____ as identification.

-SEAL-


NOTARY PUBLIC



FILED
00 DEC -6 PM 12:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA