



THE UNITED STATES
CORPORATION
COMPANY

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCOUNT NO. : 072100000032

REFERENCE : 951786 80913A

AUTHORIZATION :

COST LIMIT : \$ PREPAID

ORDER DATE : January 3, 2001

ORDER TIME : 10:13 AM

ORDER NO. : 951786-005

CUSTOMER NO: 80913A

CUSTOMER: Ms. Kathy Prevatt
Salter Feiber Yenser & Murphy

703 Northeast 1st Street

Gainesville, FL 32601

DOMESTIC FILING

NAME: BILLBOATS, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP
 ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jeanine Reynolds - EXT. 1133

EXAMINER'S INITIALS:

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

BILLBOATS, INC.

THE UNDERSIGNED incorporator does hereby agree to incorporate a corporation for profit under the laws of the State of Florida, of the United States of America, by and under the provisions and statutes of that State, providing for the formation, liability, rights, privileges, benefits and obligations conferred and imposed by said law on corporations organized pursuant to the provisions thereof, and hereby makes, subscribes and acknowledges and files these Articles of Incorporation as follows:

**ARTICLE I
NAME OF CORPORATION**

1.01 NAME. -- The name of this corporation shall be **BILLBOATS, INC.**

**ARTICLE II
GENERAL NATURE OF BUSINESS**

2.01 POWERS. -- This corporation may engage in any activity or business permitted under F.S. 607 of the laws of the State of Florida.

**ARTICLE III
STOCK**

3.01 NUMBER. -- The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is one class of Common Stock totaling 100 shares and having a par value of \$1.00 per share.

**ARTICLE IV
ADDRESS OF CORPORATION AND REGISTERED AGENT**

4.01 PRINCIPAL OFFICE. -- The street address of the principal office of the proposed corporation in the State of Florida is **154 Pelican Reef Drive, St. Augustine, FL 32080**. The mailing address of the corporation is **154 Pelican Reef Drive, St. Augustine, FL 32080**.

4.02 RELOCATION. -- The Board of Directors may from time to time move the principal office to any other address in Florida.

4.03 REGISTERED AGENT. -- The initial registered agent of the corporation is **William D. Thompson** and his business office and address is **154 Pelican Reef Drive, St. Augustine, FL 32080**.

ARTICLE V
NAME AND ADDRESS OF INCORPORATOR

5.01 DESIGNATION. -- The name and street address of the incorporator of the Articles of Incorporation is as follows:

<u>NAME</u>	<u>ADDRESS</u>
William D. Thompson	154 Pelican Reef Drive St. Augustine, FL 32080

THE UNDERSIGNED, being the Incorporator to the Capital Stock hereintofores named, for the purpose of forming a corporation to do business both within and without the State of Florida, does make, subscribe, acknowledge and file these Articles, hereby declaring and certifying that the facts herein stated are true.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 2nd day of January, 2001

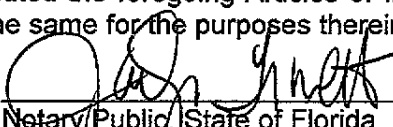


WILLIAM D. THOMPSON

STATE OF FLORIDA
COUNTY OF St. Johns

The foregoing instrument was acknowledged before me this 2nd day of January, 2001, by **WILLIAM D. THOMPSON**, the Incorporator, who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed the same for the purposes therein expressed.

(SEAL)



Notary Public, State of Florida
My Commission Expires:
Serial Number:

JAELYN TRUETT
Notary Public, State of Florida
My comm. exp. Sept. 5, 2004
Comm. No. CC 965729

CERTIFICATE OF REGISTERED AGENT

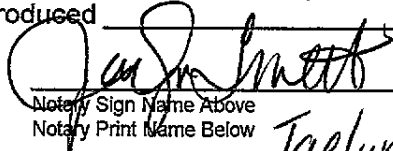
I HEREBY accept designation of registered agent for **WILLIAM D. THOMPSON**, and hereby agree to fulfill the obligations thereof.

IN WITNESS WHEREOF, I have hereto set my hand and seal this 2nd day of January, 2001.


WILLIAM D. THOMPSON

STATE OF FLORIDA
COUNTY OF St. Johns

The foregoing instrument was acknowledged before me this 2nd day of January, 2001, by **WILLIAM D. THOMPSON**, Registered Agent, who executed the foregoing Certificate of Registered Agent, and he acknowledged before me that he executed the same for the purposes therein expressed. Such person(s): He is/are personally known to me, X produced a current Florida Driver's license as identification, or _____ produced _____ as identification.


Notary Sign Name Above
Notary Print Name Below Jaelyn Truett
Notary Public, State of Florida

(SEAL)

My Commission Expires:
Serial Number:

JAELYN TRUETT
Notary Public, State of Florida
My comm. exp. Sept. 5, 2004
Comm. No. CC 965729

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