

CAPITAL CONNECTION, INC.

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

Budget Budget, Inc.

P01000021089

700003783407--7
-02/27/01--01120--007
*****78.75 *****78.75

<input checked="" type="checkbox"/>	Art of Inc. File	
<input type="checkbox"/>	LTD Partnership File	
<input type="checkbox"/>	Foreign Corp. File	
<input type="checkbox"/>	L.C. File	
<input type="checkbox"/>	Fictitious Name File	
<input type="checkbox"/>	Trade/Service Mark	
<input type="checkbox"/>	Merger File	
<input type="checkbox"/>	Art. of Amend. File	
<input type="checkbox"/>	RA Resignation	
<input type="checkbox"/>	Dissolution / Withdrawal	
<input type="checkbox"/>	Annual Report / Reinstatement	
<input checked="" type="checkbox"/>	Cert. Copy	
<input type="checkbox"/>	Photo Copy	
<input type="checkbox"/>	Certificate of Good Standing	
<input type="checkbox"/>	Certificate of Status	
<input type="checkbox"/>	Certificate of Fictitious Name	
<input type="checkbox"/>	Corp Record Search	
<input type="checkbox"/>	Officer Search	
<input type="checkbox"/>	Fictitious Search	
<input type="checkbox"/>	Fictitious Owner Search	
<input type="checkbox"/>	Vehicle Search	
<input type="checkbox"/>	Driving Record	
<input type="checkbox"/>	UCC 1 or 3 File	
<input type="checkbox"/>	UCC 11 Search	
<input type="checkbox"/>	UCC 11 Retrieval	
<input type="checkbox"/>	Courier	

FILED
01 FEB 27 PM 2:53
SECRETARY OF STATE
TALLAHASSEE FLORIDA

RECEIVED
01 FEB 27 PM 12:51
DIVISION OF CORPORATION

RECEIVED FEB 27 2001

Signature

Requested by:

Name

Date

Time

Walk-In

Will Pick Up

ARTICLES OF INCORPORATION
OF
Budget Budget, Inc.

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 is **Budget Budget, Inc.**

FILED
01 FEB 27 PM 2:53
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLE II: PRINCIPAL OFFICE

The principal place of business and mailing address of the corporation is 3910 55th Avenue North, St. Petersburg, FL 33714.

ARTICLE III: CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is one hundred (100) shares having a par value of (\$1.00) per share.

ARTICLE IV: INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is Lyndi Ann Gordon, Law Firm of Lyndi Ann Gordon, 2325 Ulmerton Road, Suite 18, Clearwater, FL 33762.

ARTICLE V: INCORPORATOR

The name and address of the incorporator of these Articles of Incorporation is Capital Connection, Inc., 417 E. Virginia St., Suite 1, Tallahassee, FL 32301.

ARTICLE VI: INITIAL BOARD OF DIRECTORS

The name and address of each member of the initial Board of Directors of the corporation is:

Sheldon J. Livingston, Jr. - President

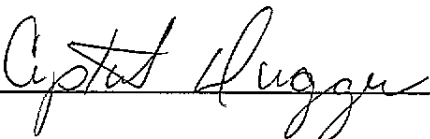
Scotty J. Strunk, Jr. - Vice President

Cheryl L. Jones - Secretary/Treasurer

3910 55th Avenue North, St. Petersburg, FL 33714.

The undersigned has executed these Articles of Incorporation this 27th day of February, 2001.

"Capital Connection, Inc. by Crystal Dugger, Office Manager"

A handwritten signature in cursive script, appearing to read 'Crystal Dugger', is written over a horizontal line.

SECRETARY OF STATE
TALLAHASSEE FLORIDA

01 FEB 27 PM 2:53

FILED

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of section 607.0501, Florida Statutes, the mentioned corporation, organized under the laws of the state of Florida, submits the following statement in designating the registered office/registered agent, in the state of Florida.

1. The name of the corporation is: Budget Budget, Inc.

2. The name and street address of the registered agent and office is: Lyndi Ann Gordon, Law Firm of Lyndi Ann Gordon
2325 Ulmerton Rd., Ste. 18, Clearwater, FL 33762

HAVE 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.

Lyndi Ann Gordon