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ACCOUNT NO. : 072100000032

REFERENCE : 058689 7192953

AUTHORIZATION :

COST LIMIT : \$ 78.75

Patricia Pigato

FILED
2001 FEB 28 PM 1:21
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ORDER DATE : February 28, 2001

ORDER TIME : 11:49 AM

ORDER NO. : 058689-005

CUSTOMER NO: 7192953

CUSTOMER: Richard S. Bergholtz, Esq
Richard S. Bergholtz, P.a.

000003789980--4

Post Office Box 1789

Mount Dora, FL 32756-1789

DOMESTIC FILING

NAME: BATESMART, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY

CONTACT PERSON: Norma Hull - EXT. 1115

EXAMINER'S INITIALS:

2001 FEB 28 PM 1:21
SECRETARY OF STATE
TALLAHASSEE FLORIDA
2/28/01

EFFECTIVE DATE

03/01/01

**ARTICLES OF INCORPORATION
OF
BATESMART, INC.**

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned, acting as incorporator pursuant to Chapter 607 of the Florida Statutes, adopts the following Articles of Incorporation:

ARTICLE I.

The name of the corporation is: Batesmart, Inc.

ARTICLE II.

The existence of the corporation shall begin on March 1, 2001.

ARTICLE III.

The street address of the principal office of the Corporation is 112 West 7th Avenue, Mount Dora, Florida 32757.

ARTICLE IV.

The maximum number of shares this Corporation is authorized to issue is 100 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 Richard S. Bergholtz, P.A., 411 North Donnelly Street, Suite 207, Mount Dora, Florida 32757. The initial registered agent for the Corporation at that address is Richard S. Bergholtz, Esquire.

ARTICLE VI.

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 director is:

Thomas D. Bates
112 West 7th Avenue
Mount Dora, Florida 32757

ARTICLE VII.

The name and street address of the person signing these Articles of Incorporation is:

Alana Leonard-Bates
112 West 7th Avenue
Mount Dora, Florida 32757

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 this 27 day of Feb, 2001.

Alana Leonard-Bates

Incorporator

SWORN TO AND SUBSCRIBED before me this 27th day of February, 2001.

Patricia D. Blume

Signature of Notary Public
State of FLORIDA



Patricia D. Blume
Commission # 00 392091
Expires Dec. 2, 2003
Bonded Thru
Atlantic Bonding Co., Inc.

Print, Type, or Stamp
Commissioned Name/Notary Public

Personally Known ✓
Type of Identification Produced _____

Produced Identification _____

SWORN TO AND SUBSCRIBED before me this 27th day of February, 2001.

Patricia D. Blume

Signature of Notary Public
State of FLORIDA



Patricia D. Blume
Commission # GC 892091
Expires Dec. 2, 2003
Bonded Thru
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Print, Type, or Stamp
Commissioned Name/Notary Public

Personally Known ✓
Type of Identification Produced _____

Produced Identification _____

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT / REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 or 617.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMIT'S THE FOLLOWING STATEMENTS IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

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

2. The name and address of the registered agent and office is:

Richard S. Bergholtz, P.A.

(Name)

411 North Donnelly Street, Suite 207

(P.O. Box not acceptable)

Mount Dora, Florida 32757

(City/State/Zip)

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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.



(Signature)

Feb. 27, 2001

(Date)