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APPROVED
AND
FILED
03 JAN 10 PM 4:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

LAW OFFICES OF
ROKNICH, GIBSON & KOHL-HELBIG, P.L.

LAUREN KOHL-HELBIG, P.A.

LAUREN KOHL-HELBIG
ATTORNEY AT LAW

SUITE 901
1800 SECOND STREET
SARASOTA, FLORIDA 34236
Website: RGKHPL.COM

TELEPHONE 941•365•1166
TELECOPIER 941•365•1934

January 9, 2003

VIA FEDERAL EXPRESS

Secretary of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

Re: Bottom Line Operations, Inc.

Dear Sir or Madam:

Enclosed herewith please find an original and one copy of the Articles of Incorporation of Bottom Line Operations, Inc.. and a check in the amount of \$78.75 to cover the cost of filing same.

If you should have any questions, please do not hesitate to call.

Very truly yours,

ROKNICH, GIBSON & KOHL-HELBIG, P.L.

By: 
Lauren Kohl-Helbig

LKH:cw
Enclosures

APPROVED
AND
FILED

ARTICLES OF INCORPORATION
OF
BOTTOM LINE OPERATIONS, INC.

03 JAN 10 PM 4:17

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator of these Articles of Incorporation, a natural person competent to contract, hereby forms a Corporation for profit under the laws of the State of Florida.

ARTICLE I NAME

The name of this Corporation is **BOTTOM LINE OPERATIONS, INC.**, a Florida Corporation.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of the corporation is 6051 North Washington Boulevard, Sarasota, Florida, 34243.

ARTICLE III PURPOSE

The corporate purposes are:

To engage in any lawful act or activity for which corporations may be organized under the laws of the State of Florida.

ARTICLE IV SHARES

The shares of stock of this corporation shall consist of only one class. The maximum number of shares of Stock that this Corporation is authorized to have outstanding at any one time is: 1000 shares of Common Stock having a par value of \$1.00 per share.

ARTICLE V INITIAL OFFICERS/DIRECTORS

This Corporation shall have one (1) Director and one (1) Officer who shall be DONALD R. SMITH. The number of Directors and Officers may be modified from time to time by Bylaws adopted by the Stockholders.

ARTICLE VI REGISTERED AGENT

The name and Florida street address of the initial registered agent is Lauren Kohl-Helbig, ROKNICH, GIBSON, & KOHL-HELBIG, P.L., 1800 Second St. Suite 901, Sarasota, Florida 34236, County of Sarasota, State of Florida. The mailing address of the registered agent is the same as the street address.

ARTICLE VII INCORPORATOR

The name and street address of the incorporator is DONALD R. SMITH, 517 Albee Road West, Nokomis, Florida 34275.

ARTICLE VIII SHAREHOLDER'S PREEMPTIVE RIGHTS

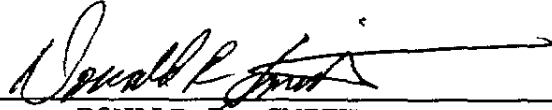
The Corporation elects to have preemptive rights and each shareholder of common stock of this Corporation shall have the first right (subject to adjustments to avoid the issuance of fractional shares) to purchase any unissued or treasury shares of the Corporation and securities of the Corporation which from time to time may be issued (whether or not presently authorized), in the ratio that the number of shares of the common stock held at the time of the issue bear to the total number of shares of common stock outstanding. This right is waived by any holder of common stock who does not exercise it and pay for the stock preempted within thirty (30) days

of his receipt of a written notice from the Corporation inviting him to exercise the right.

ARTICLE IX AMENDMENT

These Articles of Incorporation may be amended by Resolution adopted by the Board of Directors, proposed by them to the Stockholders and approved at a Stockholders Meeting by a majority of the Stock entitled to vote thereon.

The undersigned Incorporator has executed these Articles this 9th day of January, 2003.



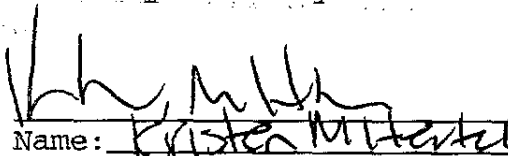
DONALD R. SMITH
"INCORPORATOR"

STATE OF FLORIDA
COUNTY OF SARASOTA

9 The foregoing instrument was acknowledged before me this 9 day of January, 2003, by Donald R. Smith as Incorporator and Director of BOTTOM LINE OPERATIONS, INC., a Florida corporation, on behalf of the corporation. He is personally known to me and who did (did not) take an oath.

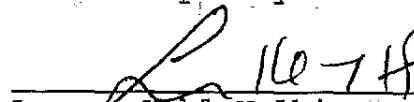


Kristen M Hertel
My Commission DD104840
Expires April 01, 2006


Name: Kristen M Hertel
Notary Public

My Commission Expires:

Having been named as Registered Agent to accept service of process for the above stated corporation at the place designated in the Articles, I am familiar with and hereby accept the appointment as registered agent and agree to act in this capacity.


Lauren Kohl-Helbig

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

03 JAN 10 PM 4:18

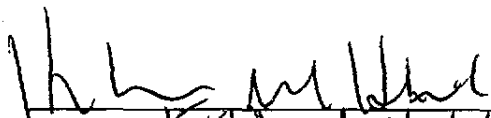
FILED

STATE OF FLORIDA
COUNTY OF SARASOTA

9 The foregoing instrument was acknowledged before me this
day of January, 2003, by Lauren Kohl-Helbig, as registered
agent, who is personally known to me and who did (did not) take an
oath.



Kristen M Hertel
My Commission DD104940
Expires April 01, 2006


Name: Kristen M Hertel
Notary Public

My Commission Expires: