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LAW OFFICE SOL H. PROCTOR 1015 BLACKSTONE BUILDING JACKSONVILLE, FLORIDA 32202

TELEPHONE 632-2304 AREA CODE 904 FAX (904) 354-7420

February 7, 2003

Secretary of State The Capitol Division of Corporations Post Office Box 6327 Tallahassee, Florida 32314

Re: BS Partners, Inc.

Dear Sir/Madam:

Enclosed are the original Articles of Incorporation for the following:

BS Partners, Inc..

Also, enclosed is a check in the amount of \$70.00 to cover the cost for the incorporation.

Sincerely,

LAW OFFICE OF SOL H. PROCTOR

Barbara Kidd, Paralegal

Enclosures

ARTICLES OF INCORPORATION

FILED

OF

03 FEB 10 PM 1:09

BS PARTNERS, INC.

SECRETARY OF STATE

The undersigned incorporator of these Articles of Incorporation, a riatural person FLORIDA competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I

NAME: The name of this corporation is BS PARTNERS, INC.

NATURE OF BUSINESS: The general nature of the business to be transacted by this corporation is to engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE III

<u>CAPITAL STOCK</u>: The maximum number of shares of stock this corporation is authorized to have outstanding at any one time is 100 shares of common stock having a nominal or par value of Seventy-five Dollars (\$75.00).

ARTICLE IV

<u>TERM OF EXISTENCE</u>: This corporation is to exist perpetually.

ARTICLE V

<u>REGISTERED OFFICE AND AGENT</u>: The principal office and mailing address of the corporation and that of the registered agent are the same and is as follows:

Sol H. Proctor , Esquire 233 East Bay Street - Suite 1015 Jacksonville, Florida 32202

I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation.

ARTICLE VI

<u>DIRECTORS</u>: The corporation will have not more than three directors. The number of directors may be diminished from time to time by the by-laws adopted by the stockholders, but shall never be more than five.

FILED

INITIAL DIRECTOR: The name and address of the initial director of this corporation TALLAHASSEE FLORIDA

Sol H. Proctor, Esquire 233 East Bay Street - Suite 1015 Jacksonville, Florida 32202

ARTICLE VIII

INCORPORATOR: The name and post office address of the person signing these Articles of Incorporation as an incorporator is:

> Sol H. Proctor, Esquire 233 East Bay Street - Suite 1015 Jacksonville, Florida 32202

SOL H. PROCTOR, ESQUIRE INCORPORATOR

I accept the designation of registered agent.

Sol H. Proctor, Esquire 233 East Bay Street

Jacksonville, Florida-32202

SOL H. PROCTOR, ESQUIRE

REGISTERED AGENT

STATE OF FLORIDA COUNTY OF DUVAL

is:

I HEREBY CERTIFY that on this day before me, a Notary Public, duly authorized in the State and County above named to take acknowledgments, appeared SOL H. PROCTOR, who is personally known to me, who is the incorporator in and who executed the foregoing Articles of Incorporation.

WITNESS my hand and official seal in the County and State named above this day of Henry, 2003.

NOTARY PUBLIC State of Florida

My Commission Expires:

BARBARA L. KIDD MY COMMISSION # DO 039160 EXPIRES: July 27, 2005 Bonded Thru Budget Notary Services