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CAPITAL CONNECTION, INC.

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

TNN Enterprises Inc

Signature _____

Requested by: AW

3/27

Name _____

Date _____

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____ Art of Inc. File _____

____ LTD Partnership File _____

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____ L.C. File _____

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____ Certificate of Good Standing _____

____ Certificate of Status _____

____ Certificate of Fictitious Name _____

____ Corp Record Search _____

____ Officer Search _____

____ Fictitious Search _____

____ Fictitious Owner Search _____

____ Vehicle Search _____

____ Driving Record _____

____ UCC 1 or 3 File _____

____ UCC 11 Search _____

____ UCC 11 Retrieval _____

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FLORIDA DEPARTMENT OF STATE
Glenda E. Hood
Secretary of State

April 1, 2003

CAPITAL CONNECTION INC.

SUBJECT: BILL FAY INC.
Ref. Number: W03000009244

We have received your document for BILL FAY INC.. However, the document has not been filed and is being returned for the following:

PLEASE CLARIFY THE PURPOSE OF THE CORPORATION. IS THIS A P.A. OF A GENERAL CORPORATION.

If you have any further questions concerning your document, please call (850) 245-6934.

Loria Poole
Corporate Specialist
New Filings Section

Letter Number: 003A00019593

Corrected

STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

03 APR -9 PM 2:49

RECEIVED

FILED
03 APR -9 AM 8:33
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLES OF INCORPORATION
OF
BILL FAY INC

The undersigned acting as incorporators of a corporation under the Florida General Corporation Act, adopt the following articles of incorporation for such corporation:

ARTICLE I

The name and address of the corporation is:

BILL FAY INC
1063 43rd AVE NO
ST PETERSBURG FL 33703

ARTICLE II

This corporation may, and is authorized, to engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE III

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is one hundred shares of common stock having a par value of one dollar and no cents (\$1.00) per share, with this consideration to be paid for each share to be in money, property or services as may be fixed by the Board of Directors.

ARTICLE IV

The period of duration of the corporation is perpetual.

ARTICLE V

The name and address in this state of the corporation's initial agent for service of process is:

WILLIAM F FAY
1063 43rd AVE NO
ST PETERSBURG FL 33703

ARTICLE VI

This corporation shall have one (1) Director initially. The number of Directors may be either increased or diminished from time to time by the Board of Directors or the Shareholders in accordance with the By-Laws of this corporation. Directors, as such, shall receive such compensation for their services, if any, as may be set by the Board of Directors at an annual or special meeting. The Directors may authorize and require the payment of meetings of the Directors. Nothing in this article shall be construed to preclude the Directors from serving the Corporation in any other capacity and receiving compensation therefore.

ARTICLE VII

The name and address of the Director of this Corporation is:

WILLIAM F FAY
1063 43rd AVE NO
ST PETERSBURG FL 33703

ARTICLE VIII

The name and address of the incorporator signing these articles is:

WILLIAM F FAY
1063 43rd AVE NO
ST PETERSBURG FL 33703

ARTICLE IX

Stock certificates to replace lost or destroyed certificates shall be issued on such basis and according to such procedures as are from time to time provided for in the By-Laws of this Corporation.

ARTICLE X

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them at the stockholders meeting by a majority of the stock issued and entitled to be voted, unless all the Directors and all the Shareholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

ARTICLE XI

The power to adopt, alter, amend or repeal By-Laws of this corpoation shall be vested in the Board of Directors and the Shareholders.

IN WITNESS WHEREOF, THE UNDERSIGNED does set his hand and acknowledge and filed the foregoing Articles of Incorporation under the laws of the state of Florida this 19th day of MARCH, 2003



WILLIAM F FAY

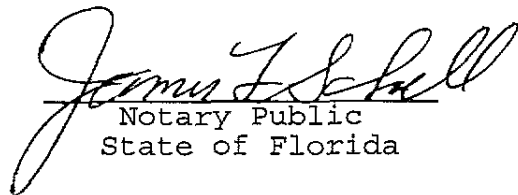
STATE OF FLORIDA
COUNTY OF PINELLAS

Before me, the undersigned authority, personally appeared WILLIAM F FAY, who is to me well known to be the person described in and who subscribed the above Articles of Incorporation, and he did freely and voluntarily acknowledge before me according to law that he made and subscribed the same for the use and purposes therein mentioned and set forth IN WITNESS WHEREOF I have hereunto set my hand and my official seal, in said County and State this 19th day of MARCH, 2003.

My commission expires;



James L. Schell
Commission # CG 908550
Expires Feb. 7, 2004
Bonded Thru
Atlantic Bonding Co., Inc.



Notary Public
State of Florida

CERTIFICATE DESIGNATING REGISTERED AGENT
FOR THE SERVICE OF PROCESS WITHIN THE STATE

Pursuant to Chapter 48, Florida Statutes, the following is submitted,
in compliance with said act:

BILL FAY INC, desiring to organize as a corporation under the laws of
the State of Florida with its registered office at 1063 43rd AVE NO,
ST PETERSBURG FL 33703 named WILLIAM F FAY, located at the above
registered office, as its Registered Agent to accept service of process
within this State.

ACKNOWLEDGEMENT

Having been named to accept service of process for the above stated
corporation at place designated in this certificate, I hereby accept
to act in this capacity, and agree to comply with the provision of said
act relative to keeping open said office.



WILLIAM F FAY
Registered Agent

DATE MARCH 19, 2003

FILED
03 APR -9 AM 8:33
SECRETARY OF STATE
TALLAHASSEE FLORIDA