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To:

Division of Corporations
Fax Number : (850) 205-0381

From:

Account Name : YOUR CAPITAL CONNECTION, INC.
Account Number : I20000000257
Phone : (850) 224-8870
Fax Number : (850) 224-7047

FLORIDA PROFIT CORPORATION OR P.A.

BILLY, MARC, SCOTT, INC.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

03 MAY 23 AM 9:43

FILED

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Capital Connection, Inc.

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ARTICLES OF INCORPORATION
OF
BILLY, MARC, SCOTT, INC.

03 MAY 23 AM 9:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

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 BILLY, MARC, SCOTT, INC.

ARTICLE II: PRINCIPAL OFFICE

The principal place of business and mailing address of the corporation is 1910 Manatee Ave., W. Bradenton, FL 34205.

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 one-dollar (\$1.00) per share.

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ARTICLE IV: INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is Robert H. Schultz, 6150 S.R. 70 E., Bldg. 6170-#311, Bradenton, FL 34203.

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 President, Scott B. Kallis, Vice-President/Secretary, Marc S. Kallis, Treasurer, William J. Kallins, 1910 Manatee Ave., W, Bradenton, FL 34205.

ARTICLE VII: SPECIAL PROVISION

It is the intent of the incorporator and directors that the corporation qualify under Section 1244 of the Internal Revenue Code and that the corporation file as a Sub S Corporation. Such actions as are necessary will be taken by the appropriate officers to accomplish this compliance.

The undersigned has executed these Articles of Incorporation this 22nd day of May 2003.

"Capital Connection, Inc. by Leilani White, Client Representative"

Leilani White

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CERTIFICATE OF DESIGNATION

REGISTERED AGENT/REGISTERED OFFICE

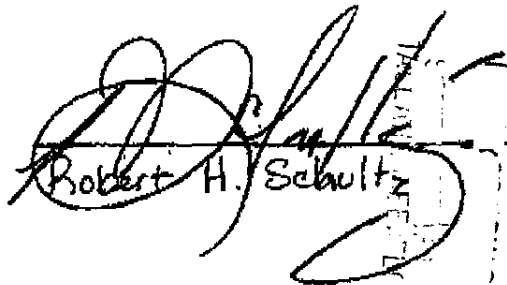
FILED
03 MAY 23 AM 9:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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: Billy, Marc, Scott, Inc.

2. The name and street address of the registered agent and office is: Robert A. Scholt
6150 S.R. 70 E - Bldg 6170 - #311
BRADENTON, FL 34203

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.


Robert H. Scholtz

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