

795 000039075

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904) 224-8870
 Mailing Address: Post Office Box 10349, Tallahassee, FL 32302
 TOLL FREE No. 1-800-342-8062
 FAX (904) 222-1222

NAME _____
 FIRM _____
 ADDRESS _____

 PHONE () _____

Service: Top Priority _____ Regular _____
 One Day Service Two Day Service

To us via _____ Return via _____

Matter No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

OFFICE OF STATE
 DEPARTMENT OF CORPORATIONS

55 MAY 17 PM 1:38

AB 5/17/95

REQUEST	TAKEN	CONFIRMED	APPROVED
DATE _____	_____	_____	_____
TIME _____	_____	_____	CK No. _____
BY <i>DA</i> _____	_____	_____	_____

WALK-IN Will Pick Up 517 1200m

RE: Bk. of Seminole, Inc

	C.C. FEE.	DISBURSED
<input checked="" type="checkbox"/> Capital Express™		
<input checked="" type="checkbox"/> Art. of Inc. File		
<input type="checkbox"/> Corp. Record Search		
<input type="checkbox"/> Ltd. Partnership File		
<input type="checkbox"/> Foreign Corp. File		
<input checked="" type="checkbox"/> () Cert. Copy(s)		
<input type="checkbox"/> Art. of Amend. File		
<input type="checkbox"/> Dissolution/Withdrawal		
<input type="checkbox"/> C U S -		
<input type="checkbox"/> Fictitious Name File		
<input type="checkbox"/> Name Reservation		
<input type="checkbox"/> Annual Report/Reinstatement		
<input type="checkbox"/> Reg. Agent Service		
<input type="checkbox"/> Document Filing		
<input type="checkbox"/> Corporate Kit		
<input type="checkbox"/> Vehicle Search		
<input type="checkbox"/> Driving Record		
<input type="checkbox"/> Document Retrieval		
<input type="checkbox"/> UCC 1 or 3 File		
<input type="checkbox"/> UCC 11 Search		
<input type="checkbox"/> UCC 11 Retrieval		
<input type="checkbox"/> File No.'s, _____ Copies		
<input type="checkbox"/> Courier Service		
<input type="checkbox"/> Shipping/Handling		
<input type="checkbox"/> Phone () _____		
<input type="checkbox"/> Top Priority		
<input type="checkbox"/> Express Mail Prep.		
<input type="checkbox"/> FAX () _____ pgs.		

SUBTOTALS _____

FEE.....	\$ _____
DISBURSED.....	\$ _____
SURCHARGE.....	\$ _____
TAX on corporate supplies.....	\$ _____
SUBTOTAL.....	\$ _____
PREPAID.....	\$ _____
BALANCE DUE.....	\$ _____

Please remit invoice number with payment
 TERMS: NET 10 DAYS FROM INVOICE DATE
 1 1/2% per month on Past Due Amounts
 Past 30 Days, 18% per Annum

THANK YOU
 from
 Your Capital Connection

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 MAY 17 PM 1:38

ARTICLES OF INCORPORATION
OF
BK OF SEMINOLE, INC.

The undersigned incorporators to these Articles of Incorporation, both natural persons competent to contract, hereby form a corporation for profit under the laws of the State of Florida.

ARTICLE I - NAME OF CORPORATION

The name of this corporation shall be **BK OF SEMINOLE, INC.**

ARTICLE II - DURATION

This corporation shall exist perpetually, commencing as of the date of acceptance of these Articles of Incorporation.

ARTICLE III - PURPOSE

The general purposes for which the corporation is organized are:

1. To transact any lawful business for which corporations may be incorporated under the Florida Corporation Act; and,
2. To do such other things as are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing.

ARTICLE IV - CAPITAL STOCK

A. The maximum number of shares of capital stock that this corporation is authorized to issue and have outstanding at any one time is **ONE THOUSAND (1,000)**

shares of common stock having a par value of **ONE DOLLAR (\$1.00)**, which may be fractional shares.

B. All or any portion of the capital stock may be issued in payment for real or personal property, services, or any other right or thing having a value, in the judgment of the board of directors, at least equivalent to the full value of the stock so to be issued as hereinabove set forth, and when so issued shall become and be fully paid and non-assessable, the same as though paid for in cash; and the directors shall be the sole judges of the value of any property, right or thing acquired in exchange for capital stock, and their judgment of such value shall be conclusive.

C. Notwithstanding the foregoing, the corporation shall have the right to increase its capital stock either with or without par value, and to provide in the event of such increase the designations, preferences, voting powers or restrictions, or qualification of voting powers, of such additional stock, in an amendment to its Certificate of Incorporation.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street (mailing) address of the initial principal and registered office of this corporation shall be: 900 South Highway 17-92, Longwood, Florida, 32750.

The name of the initial registered agent of this corporation at that address shall be: **ALLEN R. BOWLING.**

ARTICLE VI - INITIAL OFFICER(S)

The names and street addresses of the initial officers of the corporation, who shall hold office for the first year in existence of this corporation or until their successors are elected or appointed and have qualified, are:

<u>Name</u>	<u>Street Address</u>	<u>Office</u>
ALLEN R. BOWLING	4225 Nolan Rd. Sanford, Florida 32773	Pres./Sec.
HENRY W. KELLER	4225 Nolan Rd. Sanford, Florida 32773	VicePres./Treas

ARTICLE VII - INITIAL DIRECTOR(S)

This corporation shall consist of a minimum of one (1), and a maximum of four (4) directors initially. The number of directors may be either increased or decreased from time to time by the By-laws but shall never be less than one (1). The names and street addresses of the initial directors of the corporation, who shall hold office for the first year in existence of this corporation or until their successors are elected or appointed and have qualified, are:

<u>Name</u>	<u>Street Address</u>
ALLEN R. BOWLING	4225 Nolan Rd. Sanford, Florida 32773

ARTICLE VIII - INCORPORATOR

The following are the names and street addresses of the incorporators to these Articles of Incorporation:

<u>Name</u>	<u>Street Address</u>
ALLEN R. BOWLING	4225 Nolan Rd. Sanford, Florida 32773

ARTICLE IX - BY-LAWS

The shareholders of this corporation shall have the sole power to establish, enact, alter or repeal by-laws for the management of this corporation, and the duties of the officers of this corporation shall be prescribed by such by-laws.


ARTICLE X - PREEMPTIVE RIGHTS

Each shareholder of the corporation shall have the right, upon the sale (for cash or otherwise) of any new stock of the corporation or of any stock of the corporation held by it in its treasury or otherwise, whether or not said stock is of the same kind, class or series as that which he already holds, to purchase his pro rata or any other share of such stock at the same price at which it is offered to others.

ARTICLE XI - AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law.

IN WITNESS WHEREOF, the parties have hereunto set their hands and seals this
16th day of May, 1995.

 (SEAL)
Allen R. Bowling

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

95 MAY 17 PM 1:30

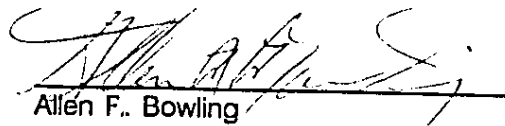
**CERTIFICATE DESIGNATING PLACE OF REGISTERED OFFICE
FOR SERVICE OF PROCESS WITHIN THIS STATE,
NAMING REGISTERED AGENT UPON WHICH
PROCESS MAY BE SERVED**

PURSUANT to Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

THAT, **BK OF SEMINOLE, INC.**, desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation in the City of Longwood, County of Seminole, State of Florida, has named its Registered Agent, **ALLEN R. BOWLING**, 900 South Highway 17-92, Longwood, Florida, 32750, to accept service of process within this State.

ACKNOWLEDGEMENT

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


Allen F. Bowling
900 South Highway 17-92
Longwood, Florida 32750

STATE OF FLORIDA
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 16th day of May, 1995, by **ALLEN R. BOWLING**, who is personally known to me and who did take an oath.

Kathryn Fairchild
Print Name: Kathryn Fairchild

Notary Public

My commission expires:



KATHRYN FAIRCHILD
My Commission CC442245
Expires Feb. 28, 1999
Bonded by HAI
800-422-1555