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TAMPA, FLORIDA 33601
(813) 273-4900 FAX (813) 273-4300

June 12, 1995

IN REPLY REFER TO

Clearwater

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

200001514512
-06/15/95--01101--016
****122.50 ****122.50


RE: Your Personal Assistant, Inc.

To whom it may concern:

Enclosed please find Articles of Incorporation and a check in the amount of \$122.50 relating to the above referenced matter. Please proceed to file the Articles and return a copy to my attention with the filing date as soon as possible.

If you have any questions upon receipt of this letter, please do not hesitate to call.

Sincerely,


Thomas C. Nash, II

TCN/wlc

Enc.

HA:DATAVATYTCNVAUGHN:CORP.LTR

FILED
95 JUN 15 AM 9:54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

KH
6-20-95

**ARTICLES OF INCORPORATION
OF
YOUR PERSONAL ASSISTANT, INC.**

FILED
95 JUN 15 AM 9:54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLE I
Name and Address**

The name of this corporation is YOUR PERSONAL ASSISTANT, INC., whose place of business is located at 2251 El De Oro Circle, Clearwater, FL 34624.

**ARTICLE II
Duration**

The term of existence of this corporation shall be perpetual.

**ARTICLE III
Purpose**

This corporation is organized for the purpose of transacting any and all lawful business.

**ARTICLE IV
Capital Stock**

This corporation is authorized to issue One Thousand (1,000) shares at One Dollar(s) (\$1.00) par value common stock, which shall be designated "common shares". The consideration to be paid for each share shall be fixed by the Board of Directors. Common stock of the corporation may be issued as "small business corporation" stock in accordance with a plan or plans under the provisions of Section 1244 of the Internal Revenue Code of 1986.

All voting powers of this corporation shall be vested in the common stock above designated.

**ARTICLE V
Preemptive Rights**

Any shareholder, upon the sale by the corporation for cash of any new stock of this corporation, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI
Initial Registered Office and Agent

The street address of the initial registered office of this corporation is 400 Cleveland Street, 8th Floor, Clearwater, FL 34615 and the name of the initial registered agent of this corporation at that address is **THOMAS C. NASH, II**.

ARTICLE VII
Initial Board of Directors and Officers

This corporation shall have four (4) director(s) and/or officer(s) initially. The number of directors and/or officers may be either increased or diminished from time to time by the Bylaws, but shall never be less than one. The names and addresses of the initial directors and officers of this corporation are:

<u>Name</u>	<u>Address</u>	<u>Office</u>
Mary M. Vaughn	1478 Southridge Drive Clearwater, FL 34616	Vice President/Director
Suellen George	2251 El De Oro Circle Clearwater, FL 34624	Vice President/Director
Robert E. George	2251 El De Oro Circle Clearwater, FL 34624	President/Director
Dawn Brown	2320 Forest Drive Clearwater, FL 34623	Secretary/Treasurer/Director

ARTICLE VIII
Incorporators

The name and address of the person(s) signing these Articles is Thomas C. Nash, II, 400 Cleveland Street, 8th Floor, Clearwater, FL 34615.

ARTICLE IX
Bylaws

The power to adopt, alter, amend, or repeal Bylaws shall be vested in the Board of Directors and the shareholders.

ARTICLE X
Shareholder Quorum and Voting

Fifty-one percent (51%) of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of shareholders.

If a quorum is present, the affirmative vote of fifty-one percent (51%) of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders.

ARTICLE XI
Powers

This corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act, and, in addition to and not in limitation thereof, this corporation shall have the power to guarantee the performances of obligations of other persons, partnerships, corporations, or other entities.

ARTICLE XII
Indemnification

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE XIII
Amendment

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

ARTICLE XIV
Cumulative Voting

At each election for directors, every shareholder entitled to vote at such elections shall have the right to cumulate his votes by giving one candidate as many votes as the number of directors to be elected at that time multiplied by the number of his shares, or by distributing such votes on the same principle among any number of such candidates.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of
Incorporation this 12 day of June, 1995.

Thomas C. Nash, II
Incorporator

STATE OF FLORIDA
COUNTY OF PINELLAS

I HEREBY CERTIFY, that on this day personally appeared before me, an officer duly authorized to administer oaths and take acknowledgments, THOMAS C. NASH, II, to me personally known or who has produced N/A as identification, and known to me to be the individual described in and who executed the foregoing instrument and he acknowledged before me that he executed the same for the purposes therein expressed.

WITNESS my hand and official seal at Clearwater, said County and State, this 12 day of June, 1995.

Anthony L. Cretch
Notary Public

Print Name: ANTHONY L. CRETCH

My Commission Expires:

NOTARY PUBLIC STATE OF FLORIDA
MY COMMISSION EXP. OCT. 17, 1995
BONDED THRU GENERAL INS. UND.

ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

ACKNOWLEDGMENT:

Having been named to accept service for process for YOUR PERSONAL ASSISTANT, INC. at the place designated in this Certificate, I hereby accept and agree to act in said capacity and agree to comply with the provisions of the Florida Corporation Act relative to keeping open said office.

Thomas C. Nash, II
THOMAS C. NASH, II