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HAMPTON, STODDARD, GRIFFIN & RUNNELLS, P.A.

ATTORNEYS AT LAW

205 N. PARSONS AVENUE
BRANDON, FLORIDA 33510

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DOUGLAS W. HAMPTON
RALPH C. STODDARD
ELLEN HALEY GRIFFIN
KENT R. RUNNELLS

September 5, 1995

FILED
1995 SEP -8 AM 11:09
TALLAHASSEE, FLORIDA
SECRETARY OF STATE
NOTICE: BRANTON OFFICE
915 W. BAY STREET
BRANDON, FLORIDA 33511

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

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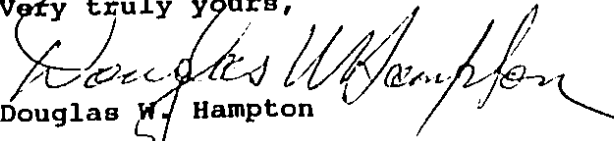
Re: B & S Properties, Inc.

Gentlemen:

Enclosed herewith is an original and one copy of the Articles of Incorporation for the above named corporation. Please file the original, certify the copy and return it to me.

I am enclosing my check in the amount of \$122.50 which includes \$35.00 filing fee, \$52.50 certified copy fee and \$35.00 registered agent fee. Thank you for your cooperation in this matter.

Very truly yours,


Douglas W. Hampton

DWH:jp
Encl.

RECEIVED SEP 10 1995

ARTICLES OF INCORPORATION
OF
B & S PROPERTIES, INC.

FILED
1955 SEP - 8 11:11:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation, being a natural person competent to contract, hereby makes, subscribes and acknowledges these Articles of Incorporation in accordance with the laws of the State of Florida.

ARTICLE I

The name of this corporation is B & S PROPERTIES, INC..

ARTICLE II

The nature of the business and the objects and purposes proposed to be transacted by the corporation are:

1. To acquire by purchase, lease, or otherwise, lands and interests in lands, to own, hold, improve, develop, and manage any lands so acquired for the purpose of conducting thereon a general mobile home park business and for the purpose of renting, leasing, and letting such lands, whether improved or unimproved, for the conduct of any lawful business, trade, or occupation, customarily associated with mobile home parks.

2. To construct, erect, own, equip, and operate, and to contract with others to construct and erect and to rent mobile home courts and motels, and to render all necessary and incidental services in connection therewith, including the selling and supplying of gasoline, oil, and other petroleum products, automobile accessories, and equipment.

3. This corporation shall have all the powers, general or specific, specified, granted to or conferred upon corporations for profit under the provisions of Chapter 607, Florida Statutes, and all of the laws which are amendatory and supplementary to such law. The enumeration of specific powers herein shall in no way limit or restrict this corporation in the exercise of such powers.

ARTICLE III

The maximum number of shares of stock that the corporation is authorized to have outstanding at one time is 25,000 shares of common stock, having a par value of \$1.00 per share.

ARTICLE IV

This corporation is to exist perpetually.

ARTICLE V

The address of the principal office of the corporation is 1914 E. Keyssville Road, Lithia, FL 33547. The street address of the initial registered office is 1914 E. Keyssville Road, Lithia, FL 33547, and the name of the initial registered agent at such address is WILLIAM C. ECKERFIELD, SR..

ARTICLE VI

The name and post office address of the subscriber to these Articles of Incorporation is WILLIAM C. ECKERFIELD, SR., 1914 E. Keyssville Road, Lithia, FL 33547.

ARTICLE VII

This corporation shall not have directors nor a Board of

Directors but shall be managed by the stockholders of the corporation in the manner provided by Chapter 607, Florida Statutes.

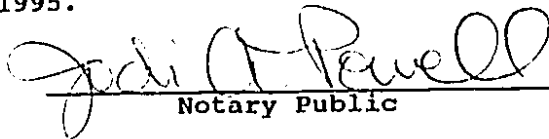
ARTICLE VIII

IN WITNESS WHEREOF, the undersigned incorporator has subscribed and acknowledged these Articles of Incorporation this 5th day of September, 1995.


WILLIAM C. ECKERFIELD, SR.

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

The foregoing Articles of Incorporation were acknowledged before me by WILLIAM C. ECKERFIELD, SR. who has produced a Florida Drivers License as identification and who did not take an oath this 5th day of September, 1995.


Notary Public

My commission expires:



Notary Public, State of Florida
JODI A. POWELL
My Comm. Exp. Oct 24, 1996
Comm. No. CC 224637

ACCEPTANCE OF REGISTERED AGENT

I hereby certify that I am familiar with and accept the duties and responsibilities as Registered Agent for B & S PROPERTIES, INC..


WILLIAM C. ECKERFIELD, SR.

HARVEY K. MATTEL

ATTORNEY AT LAW

P95000070370

FOURTH FLOOR
301 SOUTH FEDERAL HIGHWAY
FPO OFFICE BOX 02-0010
FORT LAUDERDALE, FLORIDA 33302-0010
TELEPHONE (305) 763-5000
FAX (305) 763-5103

September 28, 1995

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

Re: Profust Systems, Inc.

Charter No. P95000070370

Our File No. M-889

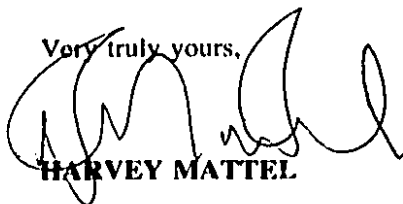
To Whom It May Concern:

Enclosed please find:

1. Original Statement of Change of Registered Office and Registered Agent for the above referenced corporation.
2. My check #7619 in the amount of \$35.00 to cover the cost of filing this document.

Please proceed to file the document. If there are any questions or problems, please feel free to call me collect.

Very truly yours,


HARVEY MATTEL

HKM/ah

enc.

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TALLAHASSEE, FLORIDA

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Charter No. 005000070320

Date Filed _____

STATEMENT OF CHANGE OF REGISTERED OFFICE AND REGISTERED AGENT

Pursuant to the provisions of Sections 607.0501 and 607.0502, or 607.1508, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement for the purpose of changing its registered office and registered agent in the State of Florida.

1. The name of the corporation is: Profast Systems, Inc.

2. The name and address of its present registered agent is:

CORPORATION INFORMATION SERVICES, INC.
1201 Hays Street
Tallahassee, Florida 32301

3. The name and street address to which its registered agent is to be changed is:
(P.O. BOX NOT ACCEPTABLE)

Scott Jevaney

1252 S. Military Trail, #1413

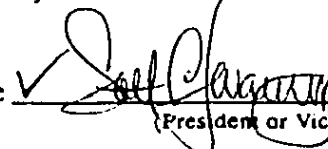
Deerfield Beach, FL 33442

4. The street address of its registered office and the street address of the business office of its registered agent, as changed, are identical.

5. Such change was authorized by resolution duly adopted by its board of directors or by an officer of the corporation so authorized by the board of directors.

Scott Jevaney, President

(Typed or printed name and title)

Signature ✓ 

(President or Vice President)

Date October 2, 1995

HAVING 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 RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATION OF MY POSITION AS REGISTERED AGENT UNDER SECTION 607.0505, FLORIDA STATUTES

Please Print/Type Name Scott Jevaney

Signature ✓ 

Date October 2, 1995