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Stephen K. Brooks
George N. Lytle

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January 10, 1996

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Corporate Records Bureau
Division of Corporations
Department of State
Post Office Box 6327
Tallahassee, Florida 32301

Re: Banc Supplies, Inc.

Gentlemen:

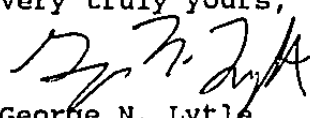
Enclosed herewith are the original and one copy of Articles of Incorporation and Registered Agent Certificate for the above-referenced corporation. Additionally enclosed, please find a copy of a letter from the Office of Comptroller, Department of Banking and Finance giving my client authority to use the word "Banc" in its name. This firm's check in the amount of \$122.50 is enclosed to cover the following items:

Filing Fees	\$35.00
Certified Copy of Articles	52.50
Registered Agent Designation	<u>35.00</u>
Total	\$122.50

If you find these Articles of Incorporation to be in order and suitable for filing, I would ask that a copy of the Articles be certified and returned to me.

Your courtesy and cooperation in this matter will be greatly appreciated.

Very truly yours,


George N. Lytle

SKB:jak
Enclosures

xc: Charles Smith F CHESL JAN 17 1996

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TALLAHASSEE, FLORIDA



ROBERT F. MILLIGAN
COMPTROLLER OF FLORIDA

OFFICE OF COMPTROLLER
DEPARTMENT OF BANKING AND FINANCE
STATE OF FLORIDA
TALLAHASSEE
32399-0350

October 23, 1995

Mr. Charles S. Smith
President
Bank Source, Inc.
3000 Executive Road
Winter Haven, FL 33884

Re: "Bank Source, Inc."
"Banc Supplies, Inc."

Dear Mr. Smith:

On September 15, 1995, the Division of Banking received your request for clearance to use the above-mentioned corporate name(s). This request was noticed in the Florida Administrative Weekly on September 29, 1995, for 21 days until October 20, 1995, for public comment.

Section 655.922(2)(a), Florida Statutes, states in pertinent part as follows:

(2)(a) No person other than a bank shall, in this state:

1. Transact business under any name or title which contains the word "bank," "banking," or "trust company," or words of similar import, in any context or in any manner; or
2. Use any name, word, sign, symbol, or device in any context or in any manner; or
3. Circulate or use any letterhead, billhead, circular paper or writing of any kind, or otherwise advertise or represent in any manner, which indicates or reasonably implies that the business being conducted or advertised is the kind or character of business transacted or conducted by a bank or trust company or which is likely to lead any person to believe that such business is that of a bank or trust company.

Mr. Charles S. Smith
October 20, 1995
Page Two

It is the opinion of this Department that your corporate name is definitive enough to differentiate the business being conducted from that of a commercial bank or trust company. Therefore, the Department is able to grant your request for approval of the corporate name(s), "Bank Source, Inc." and "Bank Supplies, Inc."

Sincerely,



Wm. Douglas Johnson
Assistant Director
Division of Banking
Suite 1401, The Capitol
Tallahassee, FL 32399-0350
(904) 488-1111

:kr

cc: Ms. Karen Boyer, Chief
Bureau of Corporate Records
Division of Corporations
Secretary of State's Office

ARTICLES OF INCORPORATION
OF

BANC SUPPLIES, INC.

The undersigned subscribers to these Articles of Incorporation hereby certify to the following in order to form a corporation under the laws of the State of Florida.

ARTICLE I - NAME

The name of this corporation is BANC SUPPLIES, INC., and the principal place of business is 3000 Executive Road West, Winter Haven, Florida 33884.

ARTICLE II- DURATION

This corporation shall have perpetual existence.

ARTICLE III - PURPOSE

This corporation is organized for the purposes of exercising all the powers that now or may hereafter be conferred upon corporations generally by the laws of the State of Florida and to engage in any other lawful activities within the purposes for which corporations may be organized under the laws of the State of Florida.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 1000 shares of One Dollar (\$1.00) par value common stock, which shall be designated "common shares".

ARTICLE V - INITIAL REGISTERED OFFICE & AGENT

The street address of the initial registered office of this corporation is 3000 Exectuvie Road West, Winter Haven, Florida

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33884, and the name of the initial registered agent at that address is Charles S. Smith.

ARTICLE VI - BOARD OF DIRECTORS

This corporation shall have two (2) directors initially. The individuals constituting the original Board shall be:

Charles S. Smith
3000 Executive Road West
Winter Haven, Florida 33884

Dee Smith
3000 Executive Road West
Winter Haven, Florida 33884

ARTICLE VII - OFFICERS

The officers of this corporation shall be a President, Vice-President, Secretary, and Treasurer, and any other officers as the Board of Directors may at such future time deem expedient. The initial officers of the corporation shall be as follows:

Charles S. Smith	-	President
Blaine Smith	-	First Vice-President
Marc Smith	-	Second Vice-President
Dee Smith	-	Secretary
Dee Smith	-	Treasurer

ARTICLE VIII - SUBSCRIBERS

The name and address of the person signing these Articles of Incorporation is: Charles S. Smith, 3000 Executive Road West, Winter Haven, Florida 33880.

ARTICLE IX - BY LAWS

The power to adopt, amend or repeal by-laws shall be vested in the Board of Directors and the shareholders.

ARTICLE X - NON-RESTRICTION OF CONTRACT

No contract or other transaction of the corporation with any person, firm or other corporation, in the absence of fraud or wrongdoing, shall be effected or invalidated by the fact that any director of this corporation is party to or interested in such contract or other transaction or in any way connected with such person, firm or corporation, and each and every person who may become a director of this corporation is hereby relieved from any liability that might otherwise exist from his contracting with this corporation for the benefit of himself or any other firm, person or corporation in which he may be in any way interested.

ARTICLE XI - RESTRICTIONS ON TRANSFER OF STOCK

Shares of capital stock of this corporation shall be issued initially to the following persons in the amounts opposite their names:

Charles S. Smith	-	550 shares
Dee Smith	-	150 shares

Shares held by the initial stockholders, and all subsequent shareholders listed above, may not be resold or otherwise transferred to other persons unless such shares are first offered to the remaining shareholders or to this corporation. The price and terms at which and the time within which such shares may be offered and sold shall be further specified by written agreement among all of the shareholders of this corporation.

Shares held by the initial stockholders, and all subsequent shareholders listed above, may not be resold or otherwise transferred to other persons unless such shares are first offered to the remaining shareholders or to this corporation. The price and terms at which and the time within which such shares may be offered and sold shall be further specified by written agreement among all of the shareholders of this corporation.

ARTICLE XII - AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law, and any right conferred upon the shareholders is subject to this reservation. Every amendment shall be approved by the board of Directors, proposed by them to the stockholders, and approved at a stockholders meeting by a majority of the stock entitled to vote thereof, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

Charles S. Smith
Charles S. Smith

STATE OF FLORIDA
COUNTY OF POLK

I HEREBY CERTIFY that on this day before me, a Notary Public duly authorized in the state and county named above to take acknowledgements, personally appeared Charles S. Smith, to me known to be the person described as the incorporator in and who executed the foregoing Articles of Incorporation, and who

acknowledged before me that he subscribed to these Articles of
Incorporation.

WITNESS my hand and official seal in the county and state
named above, this 3rd day of January, 1996.



JULIE A KEMP
My Commission CC444570
Expires May. 12, 1999
Bonded by ANI
800-452-6376

Julie A Kemp
NOTARY PUBLIC, STATE OF FLORIDA
My Commission expires: 5/12/99

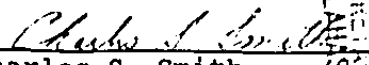
**CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said act:

First -- that Bank Source, Inc., desiring to organize under the laws of the State of Florida, has named Charles S. Smith, 3000 Executive Road West, Winter Haven, Florida 33884, as its 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 provisions of said Act relative to keeping open said office.



Charles S. Smith
Resident Agent

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