

P96000010045

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 \$ _____

RECEIVED
 96 FEB -1 AM 9:05
 DIVISION OF CORPORATION

BH 2/1/96

REQUEST	TAKEN	CONFIRMED	APPROVED
DATE _____	_____	_____	_____
TIME _____	_____	_____	CK No. _____
BY <u>[Signature]</u>	_____	_____	_____

WALK-IN 2/1 12:00
 Will Pick Up _____

RE: Bouldree Enterprises, Inc.
Inc. 96 FEB -1 AM 9:31

C. C. FEE \$ 5.00 DISBURSED
 TALLAHASSEE, FLORIDA

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

ARTICLES OF INCORPORATION
OF
BAULDREE ENTERPRISES, INC.

FILED
95 FEB -1 AM 9:31
SEAL OF THE STATE
TALLAHASSEE, FLORIDA

ARTICLE I. NAME

The name of this corporation is **BAULDREE ENTERPRISES, INC.**

ARTICLE II. DURATION

This corporation shall begin its existence on the 1st day of February, 1996.

ARTICLE III. PURPOSE

This corporation is organized for the purpose of engaging in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is:

SEVEN THOUSAND FIVE HUNDRED (7,500) Shares of
Common Stock having a Nominal or Par Value of
ONE DOLLAR (\$1.00) per share.

ARTICLE V. PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, 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 734 N. 3rd Street, Ste. 418A, Leesburg, Florida 34748, and the name of the initial registered agent of this corporation is ERLER L. BAULDREE.

ARTICLE VII. PRINCIPAL OFFICE

The address of the principal office is 734 N. 3rd Street, Ste. 418A, Leesburg, Florida 34748. The preferred mailing address is 734 N. 3rd Street, Ste. 418A, Leesburg, Florida 34748.

ARTICLE VIII. INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) director, initially. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one (1). The name and address of the initial director of this corporation is:

<u>NAME</u>	<u>ADDRESS</u>
BYRON IVIN BAULDREE	734 N. 3rd Street, Ste. 418A Leesburg, Florida 34748

ARTICLE IX. INCORPORATOR

The name and address of the person signing these Articles of Incorporation is:

<u>NAME</u>	<u>ADDRESS</u>
BYRON IVIN BAULDREE	734 N. 3rd Street, Ste. 418A Leesburg, Florida 34748

ARTICLE X. INDEMNIFICATION

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

ARTICLE XI. AMENDMENT

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

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 31 day of January, 1996.


BYRON IVIN BAULDREE, Subscriber

FILED

96 FEB -1 AM 9:31

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED, DATE
TALLAHASSEE FLORIDA

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED:

FIRST--THAT BAULDREE ENTERPRISES, INC.
(NAME OF CORPORATION)

DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA,
WITH ITS PRINCIPAL PLACE OF BUSINESS AT CITY OF Leesburg,
(CITY)

STATE OF FLORIDA, HAS NAMED ERLER L. BAULDREE
(STATE) (NAME OF RESIDENT AGENT)

LOCATED AT 734 N. 3rd Street; Ste. 418A
(STREET ADDRESS AND NUMBER OF BUILDING,
POST OFFICE BOX ADDRESSES ARE NOT ACCEPTED)

CITY OF LEESBURG, STATE OF FLORIDA, AS ITS AGENT TO ACCEPT
(CITY)

SERVICE OF PROCESS WITHIN FLORIDA.

SIGNATURE *Erlor L. Bauldree*
(CORPORATE OFFICER)

TITLE President

DATE 1/31/96

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.

SIGNATURE *Erlor L. Bauldree*
(RESIDENT AGENT)

DATE 1/31/96