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FLORIDA DIVISION OF CORPORATIONS

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TO: DIVISION OF CORPORATIONS

FROM: FISHER & SAULS, P.A.

DEPARTMENT OF STATE

100 2ND AVE S

STATE OF FLORIDA

PO BOX 387

409 EAST GAINES STREET

ST PETERSBURG FL 33731-

TALLAHASSEE, FL 32399

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DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: THE BUCKTRUST FAMILY, INC.

FAX AUDIT NUMBER: H96000004608

CURRENT STATUS: REQUESTED

DATE REQUESTED: 03/29/1996

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96 APR -1 AM 11:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

03/29/96

03:22 AM 8:10

03/29/96

H96000004608

ARTICLES OF INCORPORATION
OF
THE BUCKTRUST FAMILY, INC.

FILED
36 APR -1 PM 11:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE 1: NAME AND MAILING ADDRESS

The name of this Corporation is THE BUCKTRUST FAMILY, INC., and its principal office or mailing address is 2027 Beach Drive Southeast, St. Petersburg, Florida 33705.

ARTICLE 2: DURATION

This Corporation shall exist perpetually, commencing as of the date of acceptance and filing of these Articles by the Secretary of State of the State of Florida.

ARTICLE 3: PURPOSE

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

ARTICLE 4: CAPITAL STOCK

This Corporation shall be authorized to issue two classes of stock: Class A Voting Common and Class B Non-Voting Common. Said classes of Stock shall be identical in all respects except that shareholders owning Class B Non-Voting Common stock shall have no voting rights of any kind or nature whatsoever. The par value and authorized issue of such classes of stock are as follows:

	<u>PAR VALUE</u>	<u>AUTHORIZED ISSUE</u>
Class A Voting Common	\$0.01 per share	10,000 shares
Class B Non-Voting Common	\$0.01 per share	10,000 shares

ARTICLE 5: INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is 2027 Beach Drive Southeast, St. Petersburg, Florida 33705, and the name of the initial registered agent is Michael C. Ross.

Robert Kapusta, Jr.
FBN 441538
Fisher & Sauls, P.A.
P.O. Box 387
St. Petersburg, FL 33731
813/822-2033

H96000004608

ARTICLE 6: INITIAL BOARD OF DIRECTORS

This Corporation initially shall have one director. The number of directors may be either increased or diminished from time to time as provided in the Bylaws but shall never be less than one. The name and address of the initial director of this Corporation is:

NAME**ADDRESS**

Michael C. Ross

2027 Beach Drive Southeast
St. Petersburg, FL 33705**ARTICLE 7: INCORPORATOR**

The name and address of each person signing these Articles is:

NAME**ADDRESS**

Michael C. Ross

2027 Beach Drive Southeast
St. Petersburg, FL 33705**ARTICLE 8: PREEMPTIVE RIGHTS**

Each holder of the common stock of this Corporation shall have the first right (subject to adjustments to avoid the issuance of fractional shares) to purchase shares of any other securities that this Corporation may issue from time to time, whether or not such shares are presently authorized, including shares from the treasury of this Corporation, in the ratio that the number of shares of common stock held by such shareholder at the time of issue then bears to the total number of shares of common stock then outstanding. This right is waived by any holder of the common stock who does not exercise it and pay for the stock available for purchase pursuant to such preemptive rights, within 30 days of his receipt of a written notice from this Corporation inviting him to exercise such right.

ARTICLE 9: INDEMNIFICATION

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

ARTICLE 10: BYLAWS

The initial Bylaws shall be adopted by the Board of Directors. The power to alter, amend or repeal the Bylaws or adopt new Bylaws is vested in the Board of Directors, subject to repeal or change by action of the shareholders.

ARTICLE 11: AMENDMENT

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

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 29th day of March, 1996.


Michael C. Ross

FILED
36 APR -1 AM 11:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
"Incorporator"

ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the above-named corporation at a place designated in these Articles of Incorporation, I hereby accept to act in this capacity, and agree to comply with the provisions of Chapter 48.091, Florida Statutes, relative to keeping open said office for service of process.

Dated this 29 day of March, 1996.


Michael C. Ross, Registered Agent