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TRANSMITTAL LETTER

96 SEP -3 AM 11:20

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
P O BOX 6327
TALLAHASSEE, FL 32314

STATE
TALLAHASSEE, FLORIDA

800001939038
-09/04/96--01169--009
****122.50 ****122.50

SUBJECT: BEACON FINANCIAL SERVICES, INC.

ENCLOSED IS AN ORIGINAL AND ONE (1) COPY OF THE ARTICLES OF INCORPORATION
AND A CHECK FOR:

___ \$70.00
Filing Fee

___ \$78.75
Filing Fee
& Certificate

__X_ \$122.50
Filing Fee
& Certified Copy

___ \$131.25
Filing Fee,
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

FROM: CHRISTOPHER RUFFES

BEACON FINANCIAL SERVICES, INC.
13001 SPRING HILL DRIVE
SPRING HILL, FL 34609

(352) 686-5862

2H
9/10/96

ARTICLES OF INCORPORATION

OF

I, THE UNDERSIGNED, HEREBY ORGANIZE FOR THE PURPOSE OF BECOMING A CORPORATION UNDER THE LAWS OF THE STATE OF FLORIDA, BY AND UNDER THE PROVISIONS OF THE STATUTES OF THE SAID STATE OF FLORIDA, PROVIDING FOR THE FORMATION, RIGHTS, PRIVILEGES, IMMUNITIES AND LIABILITIES OF CORPORATIONS FOR PROFIT.

ARTICLE I - NAME AND PRINCIPAL OFFICE

THE NAME OF THE CORPORATION SHALL BE:

BEACON FINANCIAL SERVICES, INC.

THE PRINCIPAL PLACE OF BUSINESS AND MAILING ADDRESS OF THE CORPORATION SHALL BE:

**BEACON FINANCIAL SERVICES
13001 SPRING HILL DRIVE
SPRING HILL, FLORIDA 34609**

ARTICLE II - DURATION

THIS CORPORATION SHALL EXIST PERPETUALLY, COMMENCING ON THE DATE OF EXECUTION AND ACKNOWLEDGMENT OF THESE ARTICLES.

ARTICLE III - PURPOSE

THE CORPORATION MAY ENGAGE IN ANY ACTIVITY OR BUSINESS UNDER THE LAWS OF THE UNITED STATES AND THE STATE OF FLORIDA'S GENERAL CORPORATION ACT.

ARTICLE IV - CAPITAL STOCK

THIS CORPORATION IS AUTHORIZED TO ISSUE 1000 SHARES OF \$1.00 PAR VALUE COMMON STOCK, WHICH SHOULD BE DESIGNATED "COMMON SHARES".

ARTICLE V - CAPITAL

THE AMOUNT OF CAPITAL WITH WHICH THE CORPORATION WILL BEGIN BUSINESS SHALL BE \$1000.00.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

THE STREET ADDRESS OF THE INITIAL REGISTERED OFFICE OF THIS CORPORATION IS:

BEACON FINANCIAL SERVICES
13001 SPRING HILL DRIVE
SPRING HILL, FLORIDA 34609

FILED
66 SEP -3 11:11:20
TALLAHASSEE, FLORIDA

THE NAME OF THE INITIAL REGISTERED AGENT OF THIS CORPORATION AT THAT ADDRESS IS:

CHRISTOPHER RUFFES

ARTICLE VII

THIS CORPORATION SHALL HAVE TWO (2) DIRECTORS INITIALLY. THE NUMBER OF DIRECTORS MAY BE INCREASED OR DIMINISHED FROM TIME TO TIME BY A MAJORITY VOTE OF THE STOCKHOLDERS, BUT IT SHALL NEVER BE LESS THAN ONE (1).

ARTICLE VIII

THE NAME AND STREET ADDRESSES OF THE MEMBERS OF THE FIRST BOARD OF DIRECTORS ARE AS FOLLOWS:

CHRISTOPHER RUFFES
2506 COMMERCE AVENUE
SPRING HILL, FLORIDA 34609

MARGARET M. RUFFES
2506 COMMERCE AVENUE
SPRING HILL, FLORIDA 34609

ARTICLE IX - INCORPORATORS

THE NAMES AND ADDRESS OF THE INITIAL SUBSCRIBERS SIGNING THESE ARTICLES ARE AS FOLLOWS:

CHRISTOPHER RUFFES
2506 COMMERCE AVENUE
SPRING HILL, FLORIDA 34609

ARTICLE X - AMENDMENT

THIS CORPORATION RESERVES THE RIGHT TO AMEND, ADDEND, OR REPEAL ANY PROVISIONS CONTAINED IN THESE ARTICLES OF INCORPORATION, OR ANY AMENDMENT HERETO, AND ANY RIGHT CONFERRED UPON THE SHAREHOLDER IS SUBJECT TO THIS RESERVATION

ARTICLE XI - BY-LAWS

THE POWER TO ADOPT, ADDEND, AMEND, OR REPEAL BY-LAWS SHALL BE VESTED IN THE BOARD OF DIRECTORS AND THE SHAREHOLDERS.

ARTICLE XII - ADOPTION OF BY-LAWS

A SPECIAL MEETING OF THE SUBSCRIBERS OR THEIR ASSIGNS SHALL BE HELD, UPON THE CALL OF THE PRESIDENT, FOR THE PURPOSE OF COMPLETING THE ORGANIZATION OF THE CORPORATION AND THE ADOPTION OF THE BY-LAWS AND THE TRANSACTION OF SUCH OTHER BUSINESS AS MAY COME BEFORE THE MEETING.

ARTICLE XIII - TERMS OF ISSUING STOCK

SHARES TO BE ISSUED PURSUANT TO THESE ARTICLES OF INCORPORATION SHALL BE ISSUED UNDER THE TERMS, PROVISIONS AND CONDITIONS OF SECTION 1244 OF THE INTERNAL REVENUE CODE.

ARTICLE XIV - RESTRICTIONS ON TRANSFER OF STOCK

SHARES OF CAPITAL STOCK OF THIS CORPORATION SHALL BE ISSUED INITIALLY TO THE THE FOLLOWING PERSONS IN THE AMOUNTS SET OPPOSITE THEIR NAMES:

CHRISTOPHER RUFFES	350 SHARES
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MARGARET M. RUFFES	150 SHARES
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500 SHARES HELD BY THE INITIAL 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 AND THIS CORPORATION.

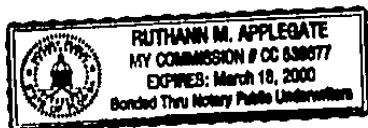
IN WITNESS WHEREOF, I HAVE HEREUNTO SUBSCRIBED MY NAME AND
AFFIXED MY SEAL TO THESE ARTICLES OF INCORPORATION, ON THIS 28th
DAY OF August, 19 96

Christopher Ruffes
CHRISTOPHER RUFFES

STATE OF FLORIDA
COUNTY OF HERNANDO

BEFORE ME PERSONALLY APPEARED CHRISTOPHER RUFFES TO ME WELL
KNOWN AND KNOWN TO ME TO BE THE PERSON DESCRIBED IN AND WHO EXECUTED THE
FOREGOING INSTRUMENT, AND ACKNOWLEDGED TO AND BEFORE ME THAT HE/SHE
EXECUTED SAID INSTRUMENT FOR THE PURPOSES THEREIN EXPRESSED.

WITNESS MY HAND AND OFFICIAL SEAL, THIS 28th DAY OF August,
19 96.



Ruth Ann M. Applegate
NOTARY PUBLIC, STATE OF FLORIDA

RUTH ANN M. APPLGATE
PRINT, TYPE OR STAMP NAME OF NOTARY

PERSONALLY KNOWN _____ OR
TYPE OF IDENTIFICATION PRODUCED FL. D. L. R120-106-56-144

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

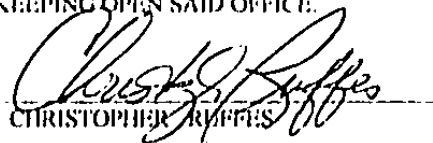
SEP 20 11 11 AM '93
TALLAHASSEE, FLORIDA

PURSUANT TO CHAPTER 48.091, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED:

THE NAME OF THE CORPORATION IS: BEACON FINANCIAL SERVICES, INC.

DESIRING TO ORGANIZE UNDER THE LAWS OF THE STATE OF FLORIDA WITH ITS
PRINCIPAL OFFICE AS INDICATED IN THE ARTICLES OF INCORPORATION AT
13001 SPRING HILL DRIVE, SPRING HILL, COUNTY OF HERNANDO, STATE OF
FLORIDA, HAS NAMED CHRISTOPHER RUFFES, AT THAT ADDRESS, AS ITS AGENT
TO ACCEPT SERVICE OF PROCESS WITHIN THIS STATE.

ACKNOWLEDGMENT: 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 AGREE TO COMPLY WITH THE
PROVISIONS OF THE SAID ACT RELATIVE TO KEEPING OPEN SAID OFFICE.


CHRISTOPHER RUFFES