

J-960007893

LAW OFFICE
JOSEPH & MAREES, P.A.
6320 ST. AUGUSTINE ROAD
JACKSONVILLE, FLORIDA 32217-2813
TELEPHONE 904-636-8800
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FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 SEP 23 PM 4:26

September 4, 1996

Secretary of State
Corporate Division
Post Office Box 6327
Tallahassee, FL 32304

400001342554
-09/09/96--01055--001
****122.50 ****122.50

RE: HELP IS HERE! INC.

Gentlemen:

I am enclosing herewith an original and a copy of Articles of Incorporation for the above-named corporation. In addition, a check in the sum of \$122.50 is enclosed which represents the following fees:

Filing fee	\$35.00
Certified copy	\$35.00
Registered Agent fee	<u>\$52.50</u>
Total	\$122.50

Please file the original of the enclosed Articles of Incorporation and return a certified copy to the undersigned.

Your prompt attention to this matter would be appreciated.

Very truly yours,



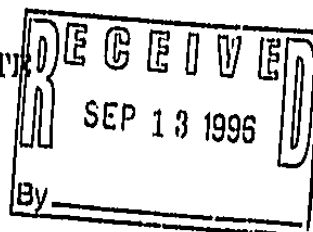
Michael J. Marees
MJM:mdm
Enclosures

989,502,671
7/96-19095

D. BROWN SEP 23 1996



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State



September 11, 1996

MICHAEL J. MARES, ESQ.
6320 ST. AUGUSTINE ROAD
BUILDING 10
JACKSONVILLE, FL 32217-2813

SUBJECT: HELP IS HERE! INC.
Ref. Number: W96000019095

We have received your document for HELP IS HERE! INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6972.

Doris Brown
Document Specialist

Letter Number: 696A00042274

ARTICLES OF INCORPORATION
OF
B & B MANUALS, INC.

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DIVISION OF CORPORATIONS
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The undersigned, acting as Incorporator of a corporation under the Florida Business Corporation Act, adopts the following Articles of Incorporation for such corporation.

1. NAME. The name of this corporation is B & B MANUALS, INC.
2. PRINCIPAL OFFICE/MAILING ADDRESS: The principal office of the corporation is 2123 St. Martins Drive East, Jacksonville, FL 32246. The mailing address of the corporation is 2123 St. Martins Drive East, Jacksonville, FL 32246.
3. SHARES. This corporation is authorized to issue 1,000 shares, all of one class, at \$1.00 par value.
4. INITIAL REGISTERED OFFICE AND AGENT. The name and street address of the initial registered agent and office of this corporation is as follows:

Brenda Boccard
2123 St. Martins Drive East
Jacksonville, FL 32246
5. INCORPORATOR. The name and address of the Incorporator signing these Articles of Incorporation is:

Name

Address

Brenda Boccard

2123 St. Martins Drive East
Jacksonville, FL 32246

6. **PREEMPTIVE RIGHTS.** Each shareholder of this corporation shall have the first right to purchase shares (and securities convertible into shares) of any class, kind or series of stock in this corporation, that may from time to time be issued (whether or not presently authorized), including shares from the treasury of the corporation, in the ratio that the number of shares he holds at the time of issue bears to the total number of shares by any shareholder who does not exercise it and pay for the shares preempted within thirty (30) days of receipt of a notice in writing from the corporation, stating the prices, terms and conditions of the issue of shares, and inviting him to exercise his preemptive rights. This right may also be waived by affirmative written waiver submitted by the shareholder to the corporation within thirty (30) days of receipt of notice from the corporation.

7. **PURPOSE.** The purpose is to engage in any activities or business permitted under the laws of the United States and Florida.

8. **DURATION.** The period of its duration is perpetual.

9. **AMENDMENT OF ARTICLES.** 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 Incorporator has executed these Articles of Incorporation this 19th day of September 1996.

Brenda Boccard
Brenda Boccard, Incorporator

CONSENT OF REGISTERED AGENT

HAVING BEEN NAMED as registered agent for the above-stated corporation, 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 duties and I accept the duties and obligations of §607.0505, Florida Statutes.

Brenda Boccard
Brenda Boccard, Registered Agent

FILED STATE
SECRETARY OF CORPORATIONS
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STATE OF FLORIDA
COUNTY OF DUVAL

I certify that on this date before me, Michelle D. Miller, an officer duly authorized in the state and county named above to take acknowledgments, personally appeared Brenda Boccard, [] personally known to me or [H] who produced FL DL as identification and proved to my satisfaction that he/she is the person described above, and who executed the foregoing instrument and he/she acknowledged before me that he/she executed the same.

Executed and sealed by me at JACKSONVILLE, FLORIDA on this 19th day of SEPTEMBER 1996.

Michelle D. Miller
Notary Public

My Commission Expires:



MICHELLE D MILLER
My Commission CC557453
Expires May, 08, 1998