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PROFESSIONAL  
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032

REFERENCE : 172999 9666A

AUTHORIZATION :

COST LIMIT : \$ 70.00

*Patricia Pizutti*

ORDER DATE : December 3, 1996

ORDER TIME : 9:18 AM

ORDER NO. : 172999-005

CUSTOMER NO: 9666A

CUSTOMER: Robert P. Ackerman, Esq  
SIMMONS HART & SHEEHE, P.A.

200002018092--1

P. O. Box 3310

Ocala, FL 34478-3310

DOMESTIC FILING

NAME: BTS ACQUISITION CORP.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

DEC 3 1996

CONTACT PERSON: Clint Fuhrman

EXAMINER'S INITIALS: \_\_\_\_\_

FILED  
96 DEC -3 PM 12:05  
CLERK OF STATE  
TALLAHASSEE, FLORIDA

BSB

ARTICLES OF INCORPORATION  
OF  
**BTS ACQUISITION CORP.**

**FILED**  
96 DEC -3 PM 12:05  
CLERK OF DISTRICT COURT  
TALLAHASSEE, FLORIDA

ARTICLE I.

1.01 Name and Address. The name of the corporation is BTS Acquisition Corp. and the street address of the corporation is 2331 Northwest 13th Street, Gainesville, FL 32609.

ARTICLE II.

2.01 Duration. The period of duration of the corporation is perpetual.

ARTICLE III.

3.01 Powers. The corporation is organized for the purposes of transacting any and all lawful business.

3.03 Authority of Directors. The board, subject to any specific written limitations or restrictions imposed by law or by these Articles, shall direct the carrying out of the purposes and exercise the powers of the corporation without previous authorization or subsequent approval by the shareholders of the corporation.

ARTICLE IV.

4.01 Stock Certificates. Certificates of stock shall be signed by the president or the vice president, jointly with the secretary and the seal of the corporation shall be impressed thereon.

4.02 Number of Authorized Shares. The aggregate number of shares that the corporation shall have authority to issue is 5,000 shares of common stock with par value of \$1.00 per share.

4.03 Pre-Emptive Right. The holders of shares of this Corporation shall have pre-emptive rights to purchase any shares of the Corporation hereafter issued or any security exchangeable for or convertible into such shares or any warrants or other instruments evidencing rights or options to subscribe for, purchase, or otherwise acquire such shares.

4.04 Shares Not in Classes. The shares of the corporation are not to be divided into classes.

#### ARTICLE V.

5.01 Cumulative Voting. At all elections of Directors of this Corporation, each shareholder shall be entitled to as many votes as shall equal the number of votes which (except for these provisions as to cumulative voting) he would be entitled to count for the election of Directors with respect to his shares and multiplied by the number of Directors to be elected, and he may count all such votes for a single director, or may distribute them among the number to be voted for, or any two or more of them as he may see fit.

#### ARTICLE VI.

6.01 Bylaws. The power to adopt, alter or repeal bylaws shall be vested in the Board of Directors, except where the shareholders specifically provide in any bylaw made by them that such bylaws shall not be altered, amended or repealed by the Board.

**6.02 Director Conflicts.** Any contract or other transaction between the corporation and one or more of its directors, a committee, shareholders or employees, in which they are interested, or between the corporation and any corporation or association of which one or more of its directors and shareholders, members, directors, officers, or employees, or in which they are interested, shall be valid for all purposes, notwithstanding the presence of the director or directors at the meeting of the board of the corporation that acts upon, or in reference to, the contract or transaction; provided, the interested party does not vote or participate in the action; that the interested party discloses his interest before action is taken, and the contract or transaction is fair and reasonable as to the corporation at the time it is authorized by the board, a committee or its shareholders. This Section shall not be construed to invalidate any contract or other transaction that would otherwise be valid under the common and statutory law applicable to it.

**6.03 Indemnification and Related Matters.** The corporation shall indemnify any Officer or Director, or any former Officer or Director, to the full extent permitted by law.

**6.04 Removal of Directors.** At a special meeting of the shareholders called expressly for that purpose, directors may be removed in the manner provided by the laws.

**6.05 Amendment of Articles of Incorporation.** The corporation reserves the right to amend the articles in any manner now or hereafter permitted by the law, as provided by the bylaws.

#### ARTICLE VII.

7.01 Organizing Director. The initial Board of Directors shall consist of four (4) directors. The number of directors may be either increased or diminished from time to time by the bylaws. The name and address of the initial director of this corporation is:

<u>Name</u>	<u>Address</u>
Robert P. Ackerman	Post Office Box 3310 Ocala, Florida 34478
Bryce W. Ackerman	Post Office Box 3310 Ocala, Florida 34478

#### ARTICLE VIII.

8.01 Registered Agent and Registered Office. The name and address of the initial Registered Agent of the corporation is Bryce W. Ackerman, 125 Northwest First Avenue, Suite 1, Ocala, Florida 34470.

#### ARTICLE IX.


9.01 Incorporators. The name and address of the person signing these Articles is Robert P. Ackerman, Post Office Box 3310, Ocala, Florida 34487.

#### ARTICLE X.

10.01 Subchapter "S" Corporation. The corporation is authorized to issue only one (1) class of stock, and all issued stock shall be held of record by not more than thirty-five (35) persons. Stock will be issued and transferred only to (a) natural persons, (b) estates, or (c) a trust as described in 25 USCS, §1361, as amended January 1, 1983, and as amended

In 1988 by PL100-647, defined a qualified "small business corporation". In addition, no stock shall be issued or transferred to a nonresident alien.


IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles this 27 day of November 1996.

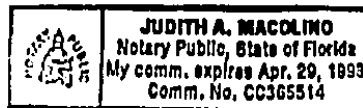
  
Robert P. Ackerman

STATE OF FLORIDA  
COUNTY OF MARION

BEFORE ME, a notary public authorized to take acknowledgements in the state and country set forth above, personally appeared Robert P. Ackerman known to me and known by me to be the person who executed the foregoing Articles and acknowledged to me that he executed the same freely and voluntarily for the uses and purposes therein expressed.

WITNESS my hand and official seal this 27th day of November 1996.

  
Print Name: JUDITH A. MACOLINO  
Notary Public, State of                       
Commission No.:                       
My commission expires:                     



FILED

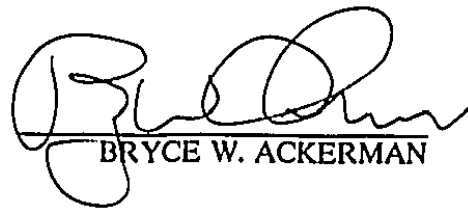
96 DEC -3 PM 12: 05

CERTIFICATE OF ACCEPTANCE BY REGISTERED AGENT

STATE  
TALLAHASSEE, FLORIDA

Bryce W. Ackerman, whose address is 125 Northeast First Avenue, Suite 1, Ocala, FL 34470, the initial registered agent named in the Articles of Incorporation to accept service of process for BTS ACQUISITION CORP., a corporation organized under the laws of the State of Florida hereby accepts such appointment as registered agent at the place designated in this certificate.

Dated this 27th day of November, 1996

  
BRYCE W. ACKERMAN