

RICHARD LEE BARRETT
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R. STYVEN RUTA

*ALSO ADMITTED IN GEORGIA

LAW OFFICES
BARRETT, CHAPMAN & RUTA

NOT A LAW ASSOCIATION

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December 12, 1996

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Secretary of State
Division of Corporations
The Capitol
Tallahassee, FL 32304

RE: Boatright Enterprises, Inc.

Dear Sir/Madam:

Enclosed please find an original and a copy of the Articles of Incorporation for the above-named corporation. In addition, a check in the amount of \$122.50 is enclosed which represents the following fees:

Filing Fee:	\$35.00
Certified Copy:	52.50
Registered Agent Fee:	35.00

Total: \$122.50

Please return a certified copy of the Articles of Incorporation to the undersigned. Your prompt attention to this matter would be appreciated.

Very truly yours,

R. Lee Barrett /ej
RICHARD LEE BARRETT

RLB/lj
Enclosures

Signed in his absence to
prevent delay in mailing.

2/17/96
JB

**ARTICLES OF INCORPORATION
OF
BOATRIGHT ENTERPRISES, INC.**

96 DEC 16 AM 10:29
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

ARTICLE I

NAME

The name of this corporation is Boatright Enterprises, Inc.

ARTICLE II

PRINCIPAL OFFICE/MAILING ADDRESS

The principal office and mailing address of the corporation is 2050 Semoran Blvd., #144, Winter Park, Florida 32792.

ARTICLE III

SHARES

The number of shares the corporation is authorized to issue is 10,000 shares par value 10 cents.

ARTICLE IV

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 treasurer of this corporation, in the ratio that the number of shares that 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, in 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.

ARTICLE V

INITIAL REGISTERED OFFICE AND AGENT

The name and street of the initial Registered Agent and office of this corporation is Richard Lee Barrett, Esquire, Barrett, Chapman & Ruta, P.A., 940 Highland Avenue, Orlando, Florida 32803.

ARTICLE VI

INITIAL BOARD OF DIRECTORS

James H. Boatright

P.O. Box 156
Goldenrod, FL 32733

FILED
96 DEC 16 AM 10:23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE VII

INCORPORATOR

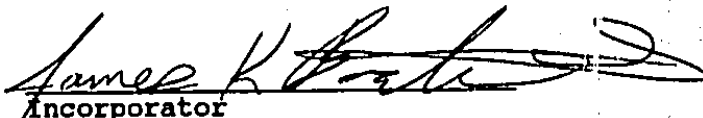
The name and address of the incorporator is James H. Boatright, P.O. Box 156, Goldenrod, Florida 32733.

ARTICLE VIII

PURPOSE

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

IN WITNESS WHEREOF, by the undersigned Incorporator has executed these Articles of Incorporation this 11th day of December, 1996.


Incorporator

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 my duties and I accept the duties and obligations of §607.0505, Florida Statutes.


Registered Agent