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Quarles & Brady

P97000003535

January 7, 1997

Attorneys' Title Insurance Fund, Inc.
660 East Jefferson Street
Suite 200
Tallahassee, FL 32301

100002056541--1
-01/14/97--01053--005
****122.50 ****122.50

Re: Kampus Kwik, Inc.; The Bull Pen of Tampa, Inc.

Gentlemen:

Enclosed are the original Articles of Incorporation, together with copies of the same, regarding the above-captioned corporations. Both of these corporate names have been reserved with the State, copies of confirmations for the same also being enclosed herewith. I would appreciate your filing the Articles with the Secretary of State, and then calling me to confirm their acceptance. This firm's checks totalling \$245.00 and made payable to the Secretary of State are also enclosed for payment of the filing fees. I would further appreciate your forwarding the certified copies of the Articles to me by regular U.S. mail.

Thank you for your assistance in this matter. Please feel free to call if you should have any questions.

Respectfully,

QUARLES & BRADY

Karen
Karen Loper
Secretary to Leo Salvatori

/kl

enclosures

QBNAPI\109498.

D. BROWN JAN 14 1997



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

October 16, 1996

ATTORNEYS TITLE INSURANCE FUND, INC.

The name KAMPUS KWIK, INC. has been reserved for 120 days beginning October 16, 1996. The reservation number is R9600004976 and this reservation is **NONRENEWABLE**.

A reservation is not a grant of authority to use the name. It is only a withholding of a name from its availability for use by another. When the proposed document is submitted, the name will **AGAIN** be checked against the records of the Division and if still no conflict exists and all other requirements are fulfilled, the reserved name shall be filed as the entity name.

The Division of Corporations is a ministerial filing office and may not render any legal advice. The Division does not adjudicate the legality of any corporate name or arbitrate disputes between entities. You may wish to review other laws such as common law rights, including rights to a trade name; United States Code, Federal Trademark Act, Section 1051 (Lanham Act); Chapter 495, Florida Statutes, Registration of Trademarks and Service Marks (Florida Trademark Act); and Section 865.09, Florida Statutes (Fictitious Name Act).

If someone else submits the document for filing, it must have a copy of this letter attached.

Should you have any questions regarding this matter, please telephone (904) 488-9000, the Name Availability Section

Ruth Leonard

Letter number: 296A00047496

ARTICLES OF INCORPORATION
OF
KAMPUS KWIK, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATION
97 JAN 14 AM 10:49

I, the undersigned natural person, acting as incorporator of a corporation under the Florida Business Corporation Act, adopt the following Articles of Incorporation for such corporation:

ARTICLE I
Name

The name of the corporation is Kampus Kwik, Inc.

ARTICLE II
Duration

The duration of the corporation shall be perpetual.

ARTICLE III
Purposes

The purposes for which the corporation is organized are to engage in any lawful activity within the purposes for which a corporation may be organized under the Florida Business Corporation Act, Chapter 607 of the Florida Statutes.

ARTICLE IV
Capital Stock

The aggregate number of shares which the corporation shall have authority to issue is Ten Thousand (10,000) shares, consisting of one class only, designated as "Common Stock," of the par value of One Dollar (\$1.00) per share.

ARTICLE V
Directors

The affairs of the corporation shall be managed by a Board of Directors whose number and qualifications shall be fixed by the Bylaws.

ARTICLE VI
Right to Purchase Own Shares

The corporation shall have the right to acquire its own shares from time to time, upon such terms and conditions as the Board of Directors shall fix.

ARTICLE VII
Registered Office and Agent

The address of the initial registered office of the corporation is 4501 Tamiami Trail North, Suite 300, Naples, Collier County, Florida 34103, and the name of its initial registered agent at such address is Leo J. Salvatori.

ARTICLE VIII
Incorporator

The name and address of the incorporator is Leo J. Salvatori, 4501 Tamiami Trail North, Suite 300, Naples, Florida 34103.

ARTICLE IX
Principal Office

The principal office of the corporation is located at 4102B Quixote Boulevard, Tampa, FL 33613.

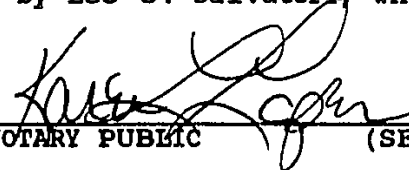
Executed this 7th day of January, 1997.



Leo J. Salvatori, Incorporator

STATE OF FLORIDA
COUNTY OF COLLIER

The foregoing instrument was sworn to and acknowledged before me this 7th day of January, 1997, by Leo J. Salvatori, who is personally known to me.



NOTARY PUBLIC (SEAL)

My Commission Expires:



**CERTIFICATE OF ACCEPTANCE OF DESIGNATED REGISTERED AGENT AND
REGISTERED OFFICE.**

In compliance with Section 48.091, Florida Statutes and
Section 607.0501(3) of the Florida Business Corporation Act, the
following is submitted:

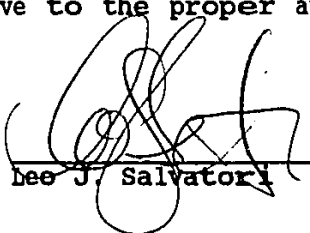
1. That Kampus Kwik, Inc., desiring to organize under the laws of
the State of Florida, has named Leo J. Salvatori located at Barnett
Center, 4501 Tamiami Trail North, Suite 300, Naples, Collier
County, Florida 34103, as its agent to accept service of process
within Florida.

Dated: Jan. 7, 1997


Leo J. Salvatori, Incorporator

2. That, 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; I am familiar
with and accept the obligations of §607.0505 of the Florida
Business Corporation Act and further agree to comply with the
provisions of all statutes relative to the proper and complete
performance of my duties.

Dated: Jan. 7, 1997


Leo J. Salvatori

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 JAN 14 AM 10:49

STATE OF FLORIDA
COUNTY OF COLLIER

The foregoing instrument was sworn to and acknowledged before
me this 7th day of January, 1997, by Leo J. Salvatori, who is
personally known to me.


NOTARY PUBLIC

(SEAL)

My Commission Expires:

