

WOLFE, YOUNG, O'BAKER & COMPANY

Accountants & Tax Consultants

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Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

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-01/27/97--01041--016

78.75

Re: **BCW of Central Florida, Inc.**

To Whom it May Concern:

Enclosed please find \$78.75 check for Filing Fees (\$35.00), Register Agent Designation (\$35.00) and Certificate of Status (\$8.75) for the proposed incorporation of the above referenced company.

Also enclosed are two sets of notarized Articles of Incorporation and Certificate of Resident Agent.

Should you have any questions, please do not hesitate to call this office.

Very truly yours,

Wolfe, Young, O'Baker & Company

Clyde E. O'Baker

Clyde E. O'Baker

CEO/sbo
Enclosures

[Handwritten signature and initials]

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

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**ARTICLES OF INCORPORATION
OF
BCW OF CENTRAL FLORIDA, INC.**

Article I - Name

The name of the corporation is: **BCW of Central Florida, Inc.**

Article II - Duration

This corporation shall exist perpetually.

Article III - Purpose

This corporation may engage in or transact any or all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, country, territory or nation.

Article IV - Capital Stock

This corporation is authorized to issue Seven Thousand Five Hundred (7,500) shares of One Dollar (\$1.00) par value common stock which shall be designated "Common Shares".

Article V - Preemptive Rights

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro-rata share thereof (as nearly as may be done without the issuance of fractional shares) at the price at which it is offered to others.

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Article VI - Initial Registered Office and Agent

The street address and mailing address of the initial registered office of this corporation is: 2472 N. Citrus Boulevard, Leesburg, Florida 34748. The name of the initial registered agent of this corporation at that address is: Jean Bonyngé.

Article VII - Initial Board of Directors

This corporation shall have two (2) Directors initially. The number of Directors may be either increased or diminished from time to time as permitted by the By-Laws, but shall never be less than one (1). The names and addresses of the Initial Directors are: Roger Bonyngé, 5536 Grove Manor, Lady Lake, Florida 32159 and Jean Bonyngé, 5536 Grove Manor, Lady Lake, Florida 32159.

Article VIII - Incorporator

The name and address of the person signing these Articles of Incorporation is: Jean Bonyngé, 2472 N. Citrus Boulevard, Leesburg, Florida 34748.

Article IX - Initial Officer

The names and addresses of initial officers shall be: Roger Bonyng, 5536 Grove Manor, Lady Lake, Florida 32159 - President and Jean Bonyng, 5536 Grove Manor, Lady Lake, Florida 32159 - Vice President/Secretary/ Treasurer.

Article X - By-Laws

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation or any amendment hereto, and the by-laws of the corporation when adopted, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation the 14th day of JANUARY A.D., 1997.

Jean Bonyng

Jean Bonyng - Incorporator

STATE OF FLORIDA

COUNTY OF SEMINOLE :

BEFORE ME, the undersigned Notary Public, duly authorized in the aforesaid State and County to take oaths and acknowledgments, personally appeared, **Jean Bonyng**, well-known to me, who deposes and states that she is the person named in the above and foregoing "Articles of Incorporation", that she has read same over carefully, completely and thoroughly, and that to the best of Affiant's knowledge, information and belief, all of the matters, facts and statements set forth therein are true, accurate and correct.

Jean Bonyng
Jean Bonyng
Form of I.D. FLORIDA DL
I.D. # B552 557 43 7930
Expiration AUG. 13, 1997

SWORN and SUBSCRIBED to before me this 14th day of JANUARY,
A.D., 1997.

Shelley W Buell
Notary Public, State of Florida
AT LARGE

My Commission Expires:
(N.P. Seal)



SHELLEY W BUELL
My Commission CC556857
Expires May, 22, 2000

State of Florida
Department of State

CERTIFICATE DESIGNATING PLACE OF BUSINESS OF
DOMICILE FOR THE SERVICE OF PROCESS WITHIN
THIS STATE AND NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED

The following is submitted in compliance with Section 48.091,
Florida Statutes.

BCW of Central Florida, Inc., a corporation organized under the laws of the
State of Florida, with its principal office at: 2472 N. Citrus Boulevard,
Leesburg, Florida 34748, has named Jean Bonyngé, at that address, as its
Agent to accept service of process within this State.

BCW of Central Florida, Inc.

BY: Jean Bonyngé
Jean Bonyngé
Incorporator

A C C E P T A N C E

Having been named to accept service of process for the above-stated
corporation, at the designated place in this certificate, 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.

Jean Bonyngé
Jean Bonyngé
Registered Agent

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97 JUN 27 PM 3:18
SECRETARY OF STATE
TALLAHASSEE FLORIDA