

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870
Mailing Address: Post Office Box 10349, Tallahassee, FL 32302
TOLL FREE No. 1-800-342-8062
FAX (904) 222-1222

NAME _____

FIRM _____

ADDRESS _____

PHONE () _____

Service: Top Priority _____ Regular _____
One Day Service Two Day Service

To us via _____ Return via _____

Matter No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

FILED

97 FEB 20 PM 3:42

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AL FEB 20 1997

W97-2305

REQUEST TAKEN CONFIRMED APPROVED

DATE _____

TIME _____ CK No. _____

BY AMP _____

WALK-IN

Will Pick Up

130 1100

RE: BAC Enterprises Inc.

| | C.C. FEE. | DISBURSED |
|---|------------|------------|
| Capital Express™ | | |
| <input checked="" type="checkbox"/> Art. of Inc. File | | |
| Corp. Record Search | | |
| Ltd. Partnership File | | |
| Foreign Corp. File | | |
| <input checked="" type="checkbox"/> Cert. Copy(s) | | |
| Art. of Amend. File | | |
| Dissolution/Withdrawal | | |
| C U S- | | |
| Fictitious Name File | | |
| Name Reservation | | |
| Annual Report/Reinstatement | *****70.00 | *****70.00 |
| Reg. Agent Service | | |
| Document Filing | | |
| Corporate Kit | | |
| Vehicle Search | | |
| Driving Record | | |
| Document Retrieval | | |
| UCC 1 or 3 File | | |
| UCC 11 Search | | |
| UCC 11 Retrieval | | |
| File No.'s, Copies | | |
| Courier Service | | |
| Shipping/Handling | | |
| Phone () | | |
| Top Priority | | |
| Express Mail Prep. | | |
| FAX () pgs. | | |
| SUBTOTALS | | |

| | |
|--------------------------------|----|
| FEE..... | \$ |
| DISBURSED..... | \$ |
| SURCHARGE..... | \$ |
| TAX on corporate supplies..... | \$ |
| SUBTOTAL..... | \$ |
| PREPAID..... | \$ |
| BALANCE DUE..... | \$ |

Please remit invoice number with payment
TERMS: NET 10 DAYS FROM INVOICE DATE
1 1/2% per month on Past Due Amounts
Past 30 Days, 18% per Annum.

THANK YOU
from
Your Capital Connection



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

January 30, 1997

CAPITAL CONNECTION, INC.
417 E. VIRGINIA STREET
SUITE 1
TALLAHASSEE, FL 32301

SUBJECT: BAC ENTERPRISES, INC.
Ref. Number: W97000002305

Corrected

We have received your document for BAC ENTERPRISES, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation"); and the registered agent's signature.

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) 487-6926.

Teresa Brown
Corporate Specialist

Letter Number: 097/00004845

RECEIVED
97 FEB 20 PM 1:44
DIVISION OF CORPORATIONS

FILED

97 FEB 20 PM 3:42

**SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

**ARTICLES OF INCORPORATION
OF
COUNTRY TOWN MANAGEMENT, INC.**

**THE UNDERSIGNED INCORPORATOR HEREBY FORMS A CORPORATION
UNDER CHAPTER 607 OF THE LAWS OF THE STATE OF FLORIDA.**

ARTICLE 1, NAME

THE NAME OF THE CORPORATION SHALL BE:

COUNTRY TOWN MANAGEMENT, INC.

**THE ADDRESS OF THE PRINCIPAL OFFICE OF THIS CORPORATION
SHALL BE 2425 S.W. 3RD AVE, LOT # 1, OCALA, FL 34474, AND THE MAILING
ADDRESS OF THE CORPORATION SHALL BE THE SAME.**

ARTICLE II, NATURE OF BUSINESS

**THIS CORPORATION MAY ENGAGE OR TRANSACT IN 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 III, CAPITAL STOCK

**THE MAXIMUM NUMBER OF SHARES OF STOCK THAT THIS
CORPORATION IS AUTHORIZED TO HAVE OUTSTANDING AT ONE TIME IS
1000 SHARES OF COMMON STOCK HAVING NO PAR VALUE PER SHARE.**

FILED

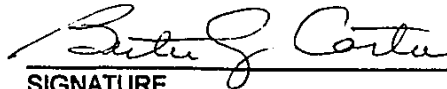
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE IV, REGISTERED AGENT

THE STREET ADDRESS OF THE INITIAL REGISTERED OFFICE OF THE
CORPORATION SHALL BE 2425 S.W. 3RD AVE, LOT # 1, OCALA, FL 34474, AND THE
NAME OF INITIAL REGISTERED AGENT OF THE CORPORATION AT THAT ADDRESS IS
BERTIE G. CARTIER.

I HEREBY AM FAMILIAR WITH AND ACCEPT THE DUTIES AND
RESPONSIBILITIES AS REGISTERED AGENT FOR SAID CORPORATION.



SIGNATURE

BERTIE G. CARTIER, REGISTERED AGENT

ARTICLE V, TERM OF EXISTENCE

THE CORPORATION IS TO EXIST PERPETUALLY.

ARTICLE VI, PREEMPTIVE RIGHTS

THIS CORPORATION ELECTS TO HAVE PREEMPTIVE RIGHTS.

ARTICLE VII, INCORPORATOR

THE NAME AND ADDRESS OF THE INCORPORATOR TO THESE
ARTICLES OF INCORPORATION IS:

BERTIE G. CARTIER
2425 S.W. 3RD AVENUE
LOT # 1,
OCALA, FL 34474

THE UNDERSIGNED INCORPORATOR HAS EXECUTED THESE
ARTICLES OF INCORPORATION THIS 28TH DAY OF JANUARY, 1997.



SIGNATURE