

P97000018719

Alan R. Mink
AAA Barter Group, Inc.
P. O. Box 3575
Apollo Beach, FL 33572

FILED

97 FEB 26 AM 10:06

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

January 31, 1997

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: AAA Barter Group, Inc.

600002089506--0

-02/17/97-01095-013
***\$122.50 ***\$122.50

Dear Sir or Madam:

Enclosed please find the original and one copy of Articles of Incorporation, together with a check in the amount of \$122.50. This represents the cost of the Filing Fees, Certified Copy of Articles of Incorporation and Fee for Registered Agent Designation for the above-named corporation.

Very truly yours,

Alan R. Mink

Alan R. Mink
AAA Barter Group, Inc.

Enclosures

Alan Mink
AUTHORIZATION BY PHONE TO
CORRECT
DATE 2/20/97
DOC. EXAM. 2/20/97
check stapled here

PH 2/20/97
W97-4209
PH 2/20/97



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

February 20, 1997

ALAN R. MINK
P O BOX 3575
APOLLO BEACH, FL 33572

SUBJECT: AAA BARTER GROUP, INC.
Ref. Number: W97000004209

We have received your document for AAA BARTER GROUP, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The effective date is not acceptable since it is not within five working days of the date of receipt.

We regret that we were unable to contact you by phone. Please return the corrected document with a letter providing us with a telephone number where you can be reached during working hours.

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) 487-6915.

Pamela Hall
Document Specialist

Letter Number: 197A00009234

Phone # (813)

645-4922

OR

(813) 641-1052

Begin Corp as of 2-26-97

ARTICLES OF INCORPORATION

of

AAA BARTER GROUP, INC.

FILED

97 FEB 26 AM 10:06

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby form a corporation under the laws of the State of Florida.

ARTICLE I - CORPORATE NAME

The name of the corporation is AAA Barter Group, Inc.

ARTICLE II - DURATION

The corporation shall exist perpetually unless dissolved according to Florida law.

ARTICLE III - PURPOSE

The corporation is organized for the purpose of engaging in any activities or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV - CAPITAL STOCK

The corporation is authorized to issue one thousand (1,000) shares of one cent (\$.01) par value Common Stock, which shall be designated "Common Shares".

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The name and street address of the Initial Registered Office and Agent of this Corporation is:

T. Samantha Chechele
5625 Central Avenue
St. Petersburg, FL 33710

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) directors initially. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one (1). The name and address of the initial directors of the corporation is as follows:

Alan R. Mink	President
P. O. Box 3575	
Apollo Beach, FL 33572	

The method of electing directors shall be stated in the corporation's bylaws.

ARTICLE VII - INCORPORATORS

The name and address of the person signing these Articles of Incorporation is as follows:

Alan R. Mink
P. O. Box 3575
Apollo Beach, FL 33572

ARTICLE VIII - CORPORATE OFFICE

The corporation's principal office address and mailing address shall be as follows:

P. O. Box 3575
Apollo Beach, FL 33572

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 31st day of January, 1997.

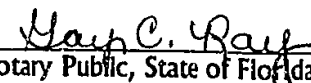


Alan R. Mink

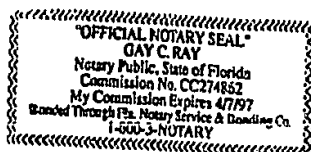
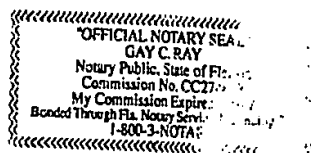
STATE OF FLORIDA)
COUNTY OF PINELLAS)

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared Alan R. Mink and known to me to be the person who executed the foregoing Articles of Incorporation, and who acknowledged before me that he executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto affixed my hand and seal, in the State and County aforesaid, this 31st day of January, 1997.



Notary Public, State of Florida at Large
My Commission Expires:



**CERTIFICATE AND ACKNOWLEDGMENT
OF REGISTERED AGENT**

FILED

97 FEB 26 AM 10:06

**SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

**CERTIFICATE OF REGISTERED AGENT
OF
AAA BARTER GROUP, INC.**

Pursuant to Florida Statutes Sections 48.091 and 607.0501, the following is submitted:

The above corporation, desiring to organize under the laws of the State of Florida with its registered office as indicated in the Articles of Incorporation at:

5625 Central Avenue
St. Petersburg, FL 33710

has named T. Samantha Chechele, located at the aforesaid address, as its Registered Agent to accept service of process within this state.

ACKNOWLEDGMENT

Having been named to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of Florida Law in keeping open said office.



**T. Samantha Chechele
Registered Agent**