

D. BROWN MAR 10 1997

SECRET FILED
DIVISION OF REVENUE
97 MAR 10 PM 4:09

**ARTICLES OF INCORPORATION
OF
BONUS 1, INC.**

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, do hereby adopt the following Articles of Incorporation:

ARTICLE I

NAME

The name of the corporation is:
BONUS 1, INC.

The principal place of business of this corporation shall be 380 S. State Rd. 434, Suite 1004-330, Altamonte Springs, Florida 32714.

ARTICLE II

DURATION

The duration of the corporation is perpetual.

ARTICLE III

NATURE OF BUSINESS

This corporation may engage in or transact any of 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

The aggregate number of shares which the corporation is authorized to issue is 7,500 shares of common stock. Such shares shall be of a single class and shall have a par value of \$1.00 per share.

ARTICLE V

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is 380 S. State Rd. 434, Suite 1004-330, Altamonte

Springs, Florida 32714, and the name of its initial registered agent is Simon C. Helm.

ARTICLE VI

INITIAL BOARD OF DIRECTORS

The number of directors constituting the initial board of directors is one. The number of directors may be increased or decreased from time to time in accordance with the Bylaws but shall never be less than one (1). The name and address of the initial director of the corporation is as follows:

Simon C. Helm
380 S. State Rd. 434, Suite 1004-330
Altamonte Springs, Florida 32714

ARTICLE VII

INCORPORATORS

The name and address of each incorporator is as follows:

Al A. Cheneler, Esquire
2265 Lee Road, Suite 125
Winter Park, Florida 32789

ARTICLE VII

OFFICERS

The name and address of the initial officers of the corporation who shall hold office for the first year of the corporation, or until their successors are elected or appointed are:

President - Simon C. Helm
Secretary - Simon C. Helm
Treasurer - Simon C. Helm

ARTICLE IX INDEMNIFICATION

The corporation shall indemnify any officer or director or any

former officer or director, to the full extent permitted by law.

ARTICLE X

BYLAWS

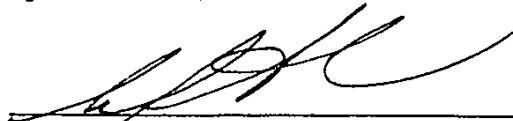
The power to adopt, alter, amend or repeal Bylaws shall be vested in the board of directors of this corporation.

ARTICLE XI

AMENDMENT OF ARTICLES OF INCORPORATION

These Articles of Incorporation may be amended at any time by a resolution adopted by a majority vote of the board of directors at any annual or special meeting, provided at least ten (10) days written notice is given to each director of the time and place of the meeting and the purpose thereof. Any amendment to the Articles of Incorporation so made must be approved by a majority vote of the shareholders of the corporation.

IN WITNESS WHEREOF, the undersigned have signed these Articles of Incorporation on this 6th day of March, 1997.

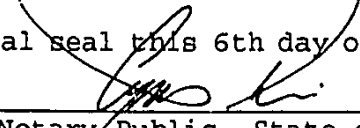


Al A. Cheneler, Esquire
2265 Lee Road, Suite 125
Winter Park, Florida 32789

STATE OF FLORIDA
COUNTY OF ORANGE

Before me personally appeared AL A. CHENELER, to me well known and known to me to be the person described in and who executed the foregoing Articles of Incorporation and acknowledged to and before me that he executed said instrument for the purpose therein expressed.

WITNESS my hand and official seal this 6th day of March, 1997.



Notary Public, State of Florida

DESIGNATION OF REGISTERED AGENT

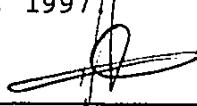
BONUS 1, INC., desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation, at Orlando, Florida, had and does by these presents name Simon C. Helm as its agent to accept service of

process within this State.

ACCEPTANCE OF DESIGNATION OF REGISTERED AGENT

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

DATED this 6th day of March, 1997



Simon C. Helm
Registered Agent

97 MAR 10 PM 4:09
CLERK OF COURT
CLERK OF COURT