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TELEPHONE (407) 425-2788

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April 2, 1997

Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

Re: Bright Ideas, Inc.
Articles of Incorporation
Our File No.: BB57-14529

300002135393--0
-04/07/97--01120--019
***122.50 ***122.50

Dear Sir or Madame:

Enclosed please find the original Articles of Incorporation for the above-referenced. Also enclosed is our firm check in the amount of \$122.50: \$70 for the filing fee; and \$52.50 for the return of a certified copy of the file Articles.

Should you have any questions regarding this request, please do not hesitate to call.
Thank you very much for your consideration and cooperation regarding this request.

Very truly yours,



Philip F. Bonus

PFB, cap
Enclosure

4/2/97 PFB, cap C:\Wp7\FPB\GENERAL\Bright Ideas\sec of state AOI(ltr).wpd

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 APR -7 PM 12:10

Joe
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ARTICLES OF INCORPORATION
OF
BRIGHT IDEAS, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 APR -7 PM 12:10

The undersigned, acting as Incorporator pursuant to Chapter 607 of the Florida Statutes, adopts the following Articles of Incorporation.

ARTICLE I. NAME

The name of this Corporation is BRIGHT IDEAS, INC.

ARTICLE II. DURATION

The period of its duration is perpetual, beginning from the date these Articles are filed with the State of Florida, Secretary of State.

ARTICLE III. PURPOSE

The general purpose of the business to be transacted by this Corporation is to engage in any activity or business permitted under the laws of the United States and the State of Florida, and to effectuate such purposes it may act in any capacity including as an agent or attorney-in-fact for any person or entity.

ARTICLE IV. CAPITAL STOCK

This Corporation is authorized to issue 1,000 shares of common stock, all of one class, without any stated par value, which will all be designated "common shares".

ARTICLE V. PREEMPTIVE RIGHTS

A. Each of the shareholders agrees not to sell, transfer, pledge, assign or otherwise in any way dispose of his or her shares unless and until he or she shall have offered to sell his or her shares to the other shareholders at a fair and reasonable price.

B. All additional shares of common stock issued by the Corporation will be subject to the same restrictions regarding transferability as the initial stock.

C. The holders of common shares will be entitled to purchase newly issued stock proportionate to their respective holdings prior to the stock being offered to outside subscribers.

ARTICLE VI. INITIAL PRINCIPAL OFFICE
AND MAILING ADDRESS OF CORPORATION

The street address of the initial principal office of this Corporation is 7700 Country Place, Winter Park, Florida 32792.

The initial mailing address of this Corporation is P. O. Box 637, Orlando, Florida 32733.

ARTICLE VII. INITIAL REGISTERED AGENT
OF CORPORATION AND ADDRESS OF REGISTERED AGENT

The name of the initial Registered Agent of this Corporation is JOHN BARNES GARVIN, and the address of this initial Registered Agent is 7700 Country Place, Winter Park, Florida 32792.

ARTICLE VIII. INITIAL BOARD OF DIRECTORS

This Corporation will have one (1) director initially. The number of directors may either be increased or diminished from time

to time by the Bylaws, but will never be less than one (1). The name and address of the initial director of this Corporation is:

JOHN BARNES GARVIN
7700 Country Place
Winter Park, Florida 32792

ARTICLE IX. INCORPORATOR

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

JOHN BARNES GARVIN
7700 Country Place
Winter Park, Florida 32792

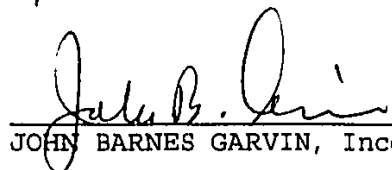
ARTICLE X. BYLAWS

The power to adopt, alter, amend or repeal Bylaws will be vested in the Board of Directors and the shareholders.

ARTICLE XI. MANAGEMENT BY SHAREHOLDERS

All corporate powers will be exercised by or under the authority of, and the business affairs of this Corporation will be managed under the direction of, the shareholders of this Corporation.

DATED: April 2, 1997, 1997.

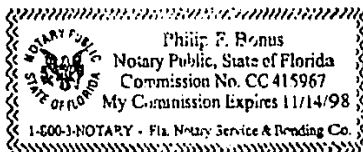


JOHN BARNES GARVIN, Incorporator

STATE OF FLORIDA

COUNTY OF Orange

The foregoing instrument was acknowledged before me this 2nd day of April, 1997, by JOHN BARNES GARVIN, who is described as Incorporator, and who executed the foregoing Articles of Incorporation, and acknowledged before me that he subscribed to such Articles of Incorporation for the purposes therein described.



Philip F. Bonus
(Signature of Notary Public - State Florida)

(Print, Type, or Stamp Commissioned Name of Notary Public)

Personally Known ✓ OR Produced Identification _____

Type of Identification Produced _____

ACCEPTANCE OF DUTIES OF REGISTERED AGENT

I HEREBY ACCEPT the designation, duties, and responsibilities as REGISTERED AGENT of BRIGHT IDEAS, INC., and agree to comply with all provisions of the Florida Statutes, and/or any other applicable laws related thereto.

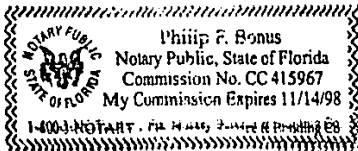
John Barnes Garvin
JOHN BARNES GARVIN
Registered Agent

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 APR -7 PM 12:10

STATE OF FLORIDA

COUNTY OF Orange

The foregoing instrument was acknowledged before me this 2nd day of April, 1997, by JOHN BARNES GARVIN, described as the REGISTERED AGENT for BRIGHT IDEAS, INC., and who executed the foregoing designation as REGISTERED AGENT for the purposes therein expressed.



Philip F. Bonus
(Signature of Notary Public - State Florida)

(Print, Type, or Stamp Commissioned Name of Notary Public)

Personally Known ✓ OR Produced Identification _____

Type of Identification Produced _____