

997000032917  
GOVONI & ASSOCIATES, P.A.  
INTERNATIONAL ACCOUNTANTS AND BUSINESS CONSULTANTS

CENTRAL FLORIDA

141 5TH STREET, N.W. SUITE 100  
WINTER HAVEN, FLORIDA 33881  
TELEPHONE (841) 294-5925  
FACSIMILE (841) 297-5395  
105156.1415@compuserve.com

MEXICO CITY

TORRE CADALLITO PISO 19  
REFORMA 10 COL. CENTRO  
06400 MEXICO D.F.  
TELEPHONE (5) 628-1283  
FACSIMILE (5) 628-1212  
105067.1115@compuserve.com

April 4, 1997

Department of State  
Division of Corporations  
PO Box 6327  
Tallahassee, Florida 32314

300002139473--6  
-04/10/97--01081--020  
\*\*\*\*122.50 \*\*\*\*122.50

Gentlemen :

Enclosed please find 2 copies of the articles of incorporation for BTF Management and Sales Corporation and a check for \$122.50 to cover the filing of them.

Do not hesitate in calling for any question concerning these articles.

Sincerely ;

  
Brian R. Govoni

97 APR 10 11:11:49

97 APR 11 1997

ARTICLES OF INCORPORATION

OF

BTF MANAGEMENT AND SALES CORPORATION

ARTICLE I

Name, Principal Place of Business, Commencement and Duration

The name of the corporation is BTF Management and Sales Corporation. The principal place of business of the corporation is 2005 Shoreland Drive, Auburndale, Florida 33823. This Corporation shall commence corporate existence upon the filing of these articles, and shall have perpetual existence unless sooner dissolved according to law.

ARTICLE II

Registered Office and Agent

The address of the registered office in the State of Florida is 141 5th Street, NW, Suite 100, Winter Haven, Florida 33881. The name of the registered agent at such address is Brian R. Govoni.

ARTICLE III

Corporate Purposes, Powers and Rights

1. The nature of the business to be conducted or promoted and the purposes of the Corporation are to engage in any lawful act or activity for which corporations may be organized under the Business Corporation Act of Florida.

2. In furtherance of its corporate purposes, the Corporation shall have all of the general and specific powers and rights granted to and conferred on a corporation by the Business Corporation Act of Florida.

#### ARTICLE IV

##### Capital stock

1. The total number of shares of capital stock which the Corporation has the authority to issue is 10000 shares of Common Stock ("Common Stock"), \$1.00 par value per share.

2. The designations, voting powers, preferences and relative, participating, optional or other special rights, and qualifications, limitations or restrictions of the above stock are as follows:

(a) The holders of the Common Stock are entitled to receive, to the extent permitted by law, such dividends as may be declared from time to time by the Board of Directors.

(b) In the event of the voluntary or involuntary liquidation, dissolution, distribution of assets or winding up of the Corporation, after distribution in full of the preferential amounts, if any, to be distributed to the creditors and holders of shares of preferred stock, if any such stock shall be authorized herein and issued, the holders of Common Stock shall be entitled to receive all of the remaining assets of the Corporation of whatever kind available for distribution to shareholders ratably in proportion to the number of shares of Common Stock held by them respectively. The Board of Directors may distribute in kind to the holders of Common Stock such remaining assets of the Corporation or may sell, transfer or otherwise dispose of all or any part of such remaining assets to any other corporation, trust or other entity and receive payment therefore in cash, stock or obligations of such other corporation, trust or other entity, or any combination thereof, and may sell all or any part of the consideration so received and distribute any balance thereof in kind to holders of Common Stock. The merger or consolidation of the Corporation into or with any other corporation, or the merger of any other corporation into it, or any purchase or redemption of shares of stock of the Corporation of any class, should not be deemed to be a dissolution, liquidation or winding up of the Corporation for the purposes of this paragraph.

(c) Each holder of Common Stock has one vote with respect to each share of stock held by him of record on the books of the Corporation on all matters voted upon by the shareholders

(d) The private property of the shareholders of this Corporation shall not be subject to the payment of corporate debts, except to the extent of any unpaid balance of subscription of shares.

(e) Any person, upon becoming the owner or holder of any shares of the Common Stock or other securities having voting rights issued by this Corporation ("shareholder"), does hereby consent and agree that all rights, powers, privileges, obligations or restrictions pertaining to such a person or such securities in any way may be altered, amended, restricted, enlarged, or repealed by legislative enactments of the State of Florida, or of the United States hereinafter adopted which have reference to or affect corporations, such securities, or such persons if any; and that the Corporation reserves the right to transact any business of the Corporation, to alter, amend or repeal these Articles of Incorporation, or to do any other acts or things as authorized, permitted or allowed by such legislative enactments.

#### ARTICLE V

##### Incorporator

1. The name and mailing address of the incorporator of this Corporation is as follows:

<u>Name</u>	<u>Address</u>
Brian R. Govoni	141 5th Street, NW, Suite 100 Winter Haven, Florida 33881

2. The power of the incorporator shall terminate upon the filing of the Articles of Incorporation of the Corporation with the office of the Secretary of the State of Florida.

#### ARTICLE VI

##### Board of Directors

1. All corporate powers shall be exercised by or under the authority of, and the business and affairs of the Corporation shall be managed under the direction of, the Board of Directors, except as otherwise herein provided or reserved to the holders of Common Stock in the By-Laws of the Corporation.

2. (a) The number of members of the Board of directors will be fixed from time to time by the resolution of the Board of Directors, but (subject to vacancies) in no event may there be less than one (1) director. Each director shall serve until the next annual meeting of shareholders.

(b) If any vacancy occurs in the Board of Directors during a term, the remaining directors, by affirmative vote of a majority thereof, may elect a director to fill the vacancy until the next meeting of shareholders.

(c) The names and mailing addresses of the persons who shall serve as director of the Corporation until the first annual meeting of shareholders are as follows:

<u>Name</u>	<u>Address</u>
Gerald E. Kilby	2005 Shoreland Drive Auburndale, Florida 33823

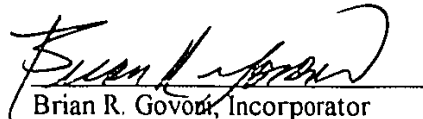
#### ARTICLE VII

##### Amendment

The Corporation reserves the right to amend, alter change or repeal any provision contained in these Articles of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon shareholders herein are granted subject to this reservation.

The undersigned, for the purpose of forming a corporation under the laws of the State of Florida, does make, file and record these Articles of Incorporation, and does certify that the facts herein stated are true.

DATED: April 1st, 1997

  
Brian R. Govoni, Incorporator

FILED  
CLERK OF DISTRICT COURT  
97 APR 10 11:11 AM

CERTIFICATE DESIGNATING PLACE OF BUSINESS  
OR DOMICILE FOR THE SERVICE OF PROCESS  
WITHIN FLORIDA, NAMING AGENT UPON  
WHOM PROCESS MAY BE SERVED

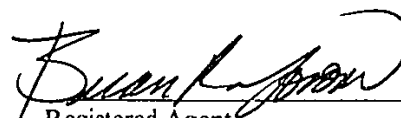
---

In compliance with the Business Corporation Act of Florida, the following is submitted:

BTF Management and Sales Corporation with its principal place of business at 2005 Shoreland Drive, Auburndale, Florida 33823, has named Brian R. Govoni, located at 141 5th Street, NW, Suite 100, Winter Haven, Florida 33881, as its agent to accept service of process within Florida.

Having been named to service of process for BTF Management and Sales Corporation at the place designated 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, and I accept the duties and obligations of a Registered Agent under the Business Corporation Act of Florida.

Dated this 1st day of April, 1997.

  
Registered Agent

Brian R. Govoni