

P970000 35018



ACCOUNT NO. : 072100000032

REFERENCE : 335808 5315A

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : April 18, 1997

ORDER TIME : 10:29 AM

ORDER NO. : 335808-005

CUSTOMER NO: 5315A

CUSTOMER: Ms. Lisa Miller
TRENAM KEMKER SCHARF BARKIN
FRYE O'NEILL & MULLIS, P.A.
2700 Barnett Plaza
101 East Kennedy Boulevard
Tampa, FL 33602

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FILED
97 APR 18 PM 1:06
TALLAHASSEE, FLORIDA

DOMESTIC FILING

NAME: BACON ACCEPTANCE CORPORATION

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Warren Whittaker

EXAMINER'S INITIALS: _____

RECEIVED
97 APR 18 AM 11:56
TALLAHASSEE, FLORIDA

SN APR 18 1997

EFFECTIVE DATE
4/5/97

ARTICLES OF INCORPORATION
OF
BACON ACCEPTANCE CORPORATION

FILED
97 APR 18 PM 1:06
SEC
TALLAHASSEE, FLORIDA

The undersigned incorporator, by the execution of these Articles of Incorporation, does hereby form a corporation (this "Corporation") under and accept all the rights, privileges, benefits and obligations conferred and imposed by the Florida Business Corporation Act, and does hereby adopt these Articles of Incorporation of and for this Corporation in accordance with the laws of the State of Florida.

ARTICLE I

Corporate Name

The name of this Corporation shall be:

BACON ACCEPTANCE CORPORATION

ARTICLE II

Mailing Address

The mailing address of this Corporation as of the time of execution of these Articles of Incorporation is as follows:

2803 West Busch Boulevard, Suite 105
Tampa, Florida 33618

ARTICLE III

Capital Stock

The aggregate number of shares of capital stock authorized to be issued by this Corporation shall be 1,000,000 shares of Common Stock with a par value of \$.01 per share, all of which shares shall be designated Common Stock. Such shares together shall have unlimited voting rights and shall be entitled to receive the net assets of this Corporation upon dissolution of this Corporation.

ARTICLE IV

Commencement of Existence

The existence of this Corporation shall commence on the date these Articles of Incorporation are executed by the incorporator of this Corporation, if these Articles of Incorporation are filed by the Department of State of the State of Florida within five (5) business days after such execution. If filed after such five (5) days, the existence of this Corporation shall commence upon the filing of these Articles by the Department of State of the State of Florida.

ARTICLE V

Registered Office and Registered Agent

The name of this Corporation's initial registered agent at this Corporation's initial registered office, and the street address of such office, are as follows:

STEPHEN G. BACON
2803 West Busch Boulevard, Suite 105
Tampa, Florida 33618

ARTICLE VI

Incorporator

The name and street address of the incorporator of this Corporation are as follows:

STEPHEN G. BACON
2803 West Busch Boulevard, Suite 105
Tampa, Florida 33618

ARTICLE VII

Initial Board of Directors and Officers

(a) The initial Board of Directors of this Corporation shall consist of one (1) member who, subject to these Articles of Incorporation, the Bylaws of this Corporation and applicable law,

shall hold office until the earlier to occur of the first annual meeting of stockholders of this Corporation or the first special meeting of stockholders of this Corporation one of the purposes of which is to elect directors of this Corporation, or until such earlier time as a successor or successors has or have been duly elected and qualified. The name of the initial director is:

STEPHEN G. BACON

The mailing address of the initial director is:

2803 West Busch Boulevard, Suite 105
Tampa, Florida 33618

(b) The initial officer of this Corporation who, subject to these Articles of Incorporation, the Bylaws of this Corporation and applicable law, shall hold office until a successor or successors has or have been duly elected and qualified, shall be as follows:

STEPHEN G. BACON — President, Secretary, Treasurer

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 15th day of April, 1997.



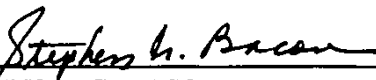
STEPHEN G. BACON, Incorporator

BACON ACCEPTANCE CORPORATION

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

The undersigned, STEPHEN G. BACON, having been appointed registered agent for the above named corporation, does hereby accept such appointment and agree and consent to act in such capacity. The undersigned is familiar with, and accepts, the obligations of a registered agent imposed by the Florida Business Corporation Act.

DATED this 15th day of April, 1997.



STEPHEN G. BACON

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