

P97 0000 41306

KORTA & COMPANY

4230 South MacDill Avenue, Suite E • Tampa, Florida 33611
Phone 813-837-8711 • Fax 813-832-4727

April 30, 1997

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

Subject: BOONTOON, INC.

5-1-97

800002166078--4
-05/05/97--01106-012
*****70.00 *****70.00

FILED
97 MAY -5 AM 10:48
TALLAHASSEE, FLORIDA

Dear Sir or Madam:

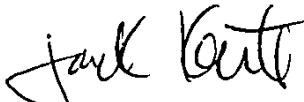
Enclosed for filing please find the original and one copy of the Articles of Incorporation and Registered Agent Designation for the above mentioned corporation and a check in the amount of \$70.00 for the filing fee.

Please return a copy of the filed Articles to the address below:

Jack Korta
4230 S. MacDill Ave Ste. E
Tampa, FL 33611

If you have any questions, please do not hesitate to call.

Sincerely,



Jack Korta

JK/DE

Enclosures (3)

P. O. BOX 6327

MAY 9 - 1997

**ARTICLES OF INCORPORATION
OF
BOONTOON, INC.**

5-1-97

ARTICLE I - NAME

The name of this Corporation shall be:
BOONTOON, INC.

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ARTICLE II - DURATION

This Corporation shall have perpetual existence commencing
on May 1, 1997

ARTICLE III - PURPOSE

This Corporation is organized for the purpose of transacting
any and all lawful business.

ARTICLE IV - CAPITAL STOCK

This Corporation is authorized to issue Two Hundred (200)
shares of \$1.00 Par Value Stock.

ARTICLE V - VOTING RIGHTS

Except as otherwise provided by law, the entire voting power
for the election of Directors and for all other purposes shall be
vested exclusively in the holders of the outstanding common shares.

ARTICLE VI - PREEMPTIVE RIGHTS

Every shareholder, upon the sale of any new stock of this
Corporation of the same kind, class or series as that which is
already held, shall have the right to purchase his pro rate share
thereof (as nearly as may be done without assurance of fractional
shares) at the price at which it is offered to others.

ARTICLE VII - INITIAL REGISTERED OFFICE & AGENT

The street address of the initial registered agent of this
Corporation is 1303 W DeLeon Street Tampa, FL 33606
and the principal place of business and mailing address of this Corporation is
1303 W DeLeon Street Tampa, FL 33606 and the
name of the initial registered agent of this Corporation
MARVIN BOONE

ARTICLE VIII - INITIAL BOARD OF DIRECTORS

This Corporation shall have one Director initially. The number of Directors may either be increased or diminished from time to time by the By-laws, but shall never be less than one.

The name and address of the initial Director of this Corporation is as follows:

Marvin Boone
1303 W Deleon Street
Tampa, FL 33606

The name and address of the person signing these Articles are:

Marvin Boone
1303 W Deleon Street
Tampa, FL 33606

ARTICLE IX - AMENDMENT

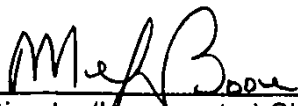
This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the Shareholders is subject to this reservation.

ARTICLE X - BY-LAWS

The power to adopt, alter, amend or repeal By-laws shall be vested in the Board of Directors and the Shareholders.

ARTICLE XI - INDEMNIFICATION

The Corporation shall indemnify any Officer or Director or any former Officer or Director, to the full extent by law.



Director (Incorporator) Signature

4/29/97

Date

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

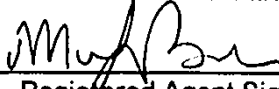
In pursuance of Chapter 48.091 of the Florida Statutes, the
following is submitted in compliance with said Act:

First: BOONTOON, INC. desiring to organize under
the laws of the State of Florida, with its registered office as
indicated in the Articles of Incorporation in the City of Tampa,
County of Hillsborough, State of Florida, has named
MARVIN BOONE, whose business office is located at
1303 W DeLeon Street Tampa, FL 33606 as its
registered agent to accept service of
process within this state.

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TALLAHASSEE, FLORIDA

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 provision of said Act relative to keeping open said office.



Registered Agent Signature

4/29/97

Date