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HEATHER L. DOUDNA

Attorney at Law

2536 Countryside Blvd. • Sixth Floor

Clearwater, Florida 34623

(813) 726-0726

FILED

97 MAY 27 PM 12:52

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

May 23, 1997

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

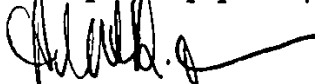
RE: BIWEEKLY SAVINGS, INC.

Dear Sir/Madam:

Enclosed please find an original and one (1) copy of the Articles of Incorporation for the above corporation, together with a check in the amount of \$122.50; such sum representing the fee for filing (\$35.00), designation of registered agent (\$35.00) and a certified copy of the Articles of Incorporation (\$52.50).

Thank you for your anticipated cooperation.

Very truly yours,



Heather L. Doudna

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Enclosure(s)

9N 5-29-97

ARTICLES OF INCORPORATION

FOR

BIWEEKLY SAVINGS, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

ARTICLE I

Name

The name of the corporation is BIWEEKLY SAVINGS, INC. The principal address is:

2536 Countryside Blvd., Sixth Floor
Clearwater, Florida 34623

ARTICLE II

Duration

The duration of the corporation is perpetual.

ARTICLE III

Purpose

The general purposes for which the corporation is organized are the following:

A. To engage in and transact any lawful business for which corporations may be incorporated under the Florida General Corporation Act. No other purpose limits this general purpose in any way.

B. To do such other things as are incidental to the purposes of the corporation or necessary or desirable in order to accomplish them.

ARTICLE IV

Capital Stock

The aggregate number of shares which the corporation is authorized to issue is TEN THOUSAND (10,000) shares of common stock. Such shares will be of a single class and shall have a par value of ONE DOLLAR (\$1.00) per share.

ARTICLE V

Initial Registered Office and Agent

The street address of the initial registered office of the corporation is 2536 Countryside Blvd., Sixth Floor, Clearwater, Florida, 34623, and the name of its initial registered agent at that address is HEATHER L. DOUDNA.

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 by-laws, but shall never be less than one. The name and address of the initial director(s) of the corporation are/is as follows:

MARC SCHNOLL
2536 Countryside Blvd., Sixth Floor
Clearwater, Florida 34623

ARTICLE VII

Incorporator

The name and address of the incorporator is as follows:

HEATHER DOUDNA
2536 Countryside Boulevard
Sixth Floor
Clearwater, Florida 34623

IN WITNESS WHEREOF, the undersigned has signed these Articles
of Incorporation on this 23rd day of May, 1997.


HEATHER DOUDNA
Incorporator

STATE OF FLORIDA)

COUNTY OF PINELLAS)

The foregoing instrument was acknowledged before me this 23rd
day of May, 1997, by HEATHER DOUDNA, who is personally known to me
and who did take an oath.

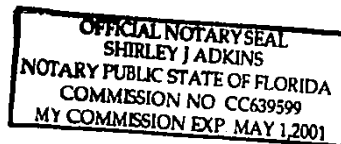
NOTARY PUBLIC:

sign Shirley J. Adkins

print Shirley J. Adkins

State of Florida at Large (Seal)

My Commission Expires:



CERTIFICATE OF DESIGNATION

REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is:

BIWEEKLY SAVINGS, INC.

2. The name and address of the registered agent and office is:

**HEATHER DOUDNA
2536 Countryside Blvd., Sixth Floor
Clearwater, Florida 34623**

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.


HEATHER DOUDNA

DATE:

May 23, 1997

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STATE
OF FLORIDA