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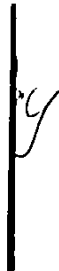
Action Pool Service
9878 Arlington Expressway
Suite 841
Jacksonville Fla 32226
726-8270/499-1780



Ferri Buckley
Corporate Specialist

Ms. Buckley I wish to Apologize for taking up your time
and thank you for your patiences, with regards to my oversight as to
my application ,please resubmit my application.

Dwayne Buckland



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Office Use Only

(9)

Dmc
6/4/97

FILED
97 JUN -4 PM 3:12
SECOND JAIL STATE
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

March 14, 1997

DWAYNE E. BUCKLAND
9855 REGENCY SQUARE BLVD. STE 57
JACKSONVILLE, FL 32225

SUBJECT: BUCK VENTURES, INC.
Ref. Number: W9700005973

We have received your document for BUCK VENTURES, INC. and check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The registered agent and registered office listed in your articles of incorporation must be consistent throughout the document.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6878.

Terri Buckley
Corporate Specialist

Letter Number: 397A00013015



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham

Secretary of State

April 2, 1997

Correction

9378

DWAYNE E. BUCKLAND

9378 ARLINGTON EXPRESSWAY STE 341

JACKSVONILLE, FL 32225

SUBJECT: BUCK VENTURES, INC.

Ref. Number: W97000007631

We have received your document for BUCK VENTURES, INC. and check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

THE ARTICLES YOU SENT BACK ARE UNSIGNED. THE INCORPORATER AND THE REGISTRE RED AGENT MUST SIGN.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6878.

Terri Buckley
Corporate Specialist

Letter Number: 997A00016566

ARTICLES OF INCORPORATION

of

BUCK VENTURES, INC.

FILED
97 JUN -4 PM 3:11
SEC. 7.17 STATE
TALLAHASSEE, FLORIDA

The undersigned subscribers to these articles of incorporation, each a natural person competent to contract, hereby associate themselves together to form a corporation under the laws of the State of Florida.

ARTICLE 1. NAME

The name of this corporation is : BUCK VENTURES, INC.

ARTICLE 2. ADDRESS

This post office address of the principal office of this corporation in the State of Florida is: 9378 Arlington Expressway, Suite 341; Jacksonville, Fl. 32225, and such other place as the Board of Directors may from time to time move the office to any other place in Florida.

ARTICLE 3. CAPITOL STOCK

The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time is: Ten Thousand (10,000) shares at One Dollar (1.00) par value.

ARTICLE 4. REGISTERED AGENT

The name and post office address of the initial registered agent of this Corporation is :

Dwayne E. Buckland
9378 Arlington Expressway, Ste. 341
Jacksonville, Fl. 32225

ARTICLE 5. NATURE OF BUSINESS

The general nature of the business to be transacted by this corporation is : to engage in any activities or business permitted under the laws of the United States and Florida.

To manufacture, purchase, or otherwise acquire, and to own, mortgage, pledge, sell, assign, transfer or otherwise dispose of, and to invest in, trade in, deal in and with, goods, wares, merchandise, real and personal property, and services of every class, kind, and description; except that it is not to conduct a banking, safe deposit, trust, insurance, surety, express, railroad, canal, telegraph, telephone or cemetery company, a building and loan association, fraternal benefit society, state fair or exposition.

To conduct business in, have one or more offices in, and buy, hold, mortgage, sell, convey, lease, or otherwise dispose of real and personal property, including franchises, patents, copyrights, trademarks, and licenses, in the State of Florida and in all other states and countries.

To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidences of indebtedness, and execute such mortgages, transfers of corporate property, or other instruments to secure the payment of corporate indebtedness as required.

To purchase the corporate assets of any other corporation and engage in the same or other character of business.

To endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of the shares of the capital stock of, or any bonds, securities, or other evidences or indebtedness created by any other corporation of the State of Florida or any other state or government, and while owner of such stock to exercise all the rights, powers and privileges of ownership, including the right to vote such stock.

To become guarantor or surety for any other person, firm or corporation for any purpose or transaction whatsoever.

To make gifts of its property or cash, either to charitable organizations or otherwise, when deemed in the interest of the corporation.

To adopt such pension, profit sharing, stock option, and deferred compensation plans for officers, employees and directors and to grant such stock options to officers, employees, directors and others as the Board of Directors may deem to be in the interest of the corporation.

To have and exercise all of the powers now or hereafter conferred upon corporations by the statutes and laws of the State of Florida.

All of the foregoing in this article shall be construed as both objects and powers. The enumeration of specific powers and purposes is not intended to restrict or limit in any way the powers or purposes of this corporation.

ARTICLE 6. INITIAL CAPITAL

The amount of capital with which this corporation will be doing business is One Thousand Dollars (\$1,000.00).

ARTICLE 7. DIRECTORS

This corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time by the bylaws. Any director may be removed at any time, with or without cause, by the stockholders having the right and entitled to vote at a meeting called for that purpose.

ARTICLE 8. SUBSCRIBERS

The name and post office address of the subscriber of these articles of incorporation is :

Dwayne E. Buckland
9855 Regency Square Blvd., # 57
Jacksonville, Fl. 32225

ARTICLE 9. MISCELLANEOUS

This corporation shall have the right to amend or repeal provisions contained in these articles of incorporation and any right conferred upon the stockholders is subject to this provision.

Ownership of stock in this corporation shall not be to make any person eligible to hold office or to become a director in this corporation.

The stockholders, or any two or more of them, may by agreement recorded in the minute book of this corporation impose such restrictions on the sale, transfer or incumbrance of the stock in this corporation owned by the subscribers to such agreement as they may see fit. The by-laws of this corporation may impose any restrictions on the sale, transfer or incumbrance of the stock of this corporation as may be lawful under the statutes and laws of the State of Florida when such by-law is adopted or amended.

Any subscriber or stockholder present at any meeting, either in person or by proxy, and any director present in person at any meeting of the Board of Directors shall be conclusively deemed to have received proper notice of such meeting unless he/she shall make objection at such meeting to any defect or insufficiency of notice.

Any contract or other transaction between the corporation and one or more of its directors, or between the corporation and any firm of which one or more of its directors are members or employees, or in which they are interested, or between the corporation and any corporation or association of which one or more of its directors, shareholders, members, officers, or employees, or in which they are interested, shall be valid for all purposes, notwithstanding the presence of such director or directors at the meeting of the Board of Directors of the corporation, which acts upon, or in reference to, such contract or transaction, and notwithstanding his/her or their participation in such action, if the fact of such interest shall be disclosed or known to the Board of Directors and the Board of Directors shall, nevertheless, authorize, approve or ratify such contract or transaction by a vote of majority of the directors present, such interested director or directors to be counted in calculating the majority necessary to carry such vote. These provisions shall not be construed to invalidate any contract or other transaction which would otherwise be valid under the common law and statutory law applicable thereto.

The Board of Directors is hereby specifically authorized to make provisions for reasonable compensation to its members for their services as Directors, and to fix the basis and conditions upon which such compensation shall be paid. Any director of the corporation may also serve the corporation in any other capacity and receive compensation therefor in any form.

ARTICLE 10. INDEMNITY

This corporation is authorized to indemnify any director, officer, or employee, or former director, officer, or employee of this corporation, or any person who may have served at its request as a director, officer, or employee of another corporation in which it owns shares of capital stock, or of which it is a creditor, against expenses actually and necessarily incurred by him/her in connection with the defense of any action, suit or proceeding in which he/she is director, officer, or employee, except in relation to matters as to which he/she shall be adjudged in such action, suit, or proceeding to be liable for negligence or misconduct in the performance of duty. This corporation may also reimburse to any director, officer, or employee the reasonable costs of settlement of any such action, suit, or proceeding, if it shall be found by majority of a committee composed of the directors of this corporation not involved in the matter in controversy (whether or not a quorum) that it was to the interests of this corporation that such settlement be made and that such director, officer, or employee was not guilty of negligence or misconduct. Such indemnification or reimbursement shall not preclude such director, officer, or employee from exercising any rights to which he/she may not be entitled under the by-laws or otherwise.

ARTICLE 11. AMENDMENT

These articles of incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them the stockholders, and approved at a stockholder's meeting by majority of the stock entitled to vote thereon, unless all the

directors and all the stockholders sign a written statement manifesting their intention that a certain amendment of these articles of incorporation be made.

IN WITNESS WHEREOF, the undersigned incorporator, being a natural person competent to contract, have hereunto set his/her hand and affixed his/her seal this 8 day of April, 1997.

Dwayne E. Buckland
Dwayne E. Buckland

STATE OF FLORIDA
COUNTY OF Duval

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized in the State and County named above to take acknowledgements, personally appeared Dwayne E. Buckland, to me known to be the person described as Subscriber in and who executed the foregoing Articles of Incorporation, and he/she acknowledged before me that he/she subscribed to those Articles of Incorporation.

WITNESS my hand and official seal in the County and State named above this 8 day of April, 1997.

Wendy M. Roth
Notary Public



Wendy M. Roth
MY COMMISSION # CC522803 EXPIRES
January 7, 2000
BONDED THRU TROY FAN INSURANCE, INC.

STATE OF FLORIDA
DEPARTMENT OF STATE

FILED
97 JUN -4 PM 3:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Certificate Designating Place of Business or Domicile for the Service of Process Within this State, Naming Agent Upon Whom Process May Be Served and Names and Addresses of the Officers and Directors.

The following is submitted, in compliance with Chapter 48.091, Florida Statutes: Buck Ventures, Inc., a corporation organizing under the laws of the State of Florida with its principal office at 9378 Arlington Expressway, Suite 341; Jacksonville, Florida 32225, has named Dwayne E Buckland, located at 9378 Arlington Expressway, Suite 341; Jacksonville, Florida, County of Duval, within this state.

OFFICERS:

NAME	TITLE	ADDRESS
Dwayne E. Buckland	President Treasurer	9855 Regency Square Blvd., # 57; Jacksonville, Fl. 32225
Wise A. Skillman, III	Vice President Secretary	1804 Arcadia Dr., # 315; Jacksonville, Fl. 32207

DIRECTORS:

Dwayne E. Buckland

By: Dwayne Buckland

(corporate officer)

ACCEPTANCE:

I agree as Resident Agent to accept Service of Process: to keep office open during prescribed hours; to post my name (and any other officers of said corporation authorized to accept service of process at the above Florida designated address) in some conspicuous place as required by law.

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of sections 607.0501 or 617.0501, 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.

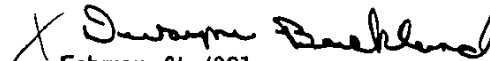
1. The name of the corporation is : Buck Ventures, Inc.
2. The name and address of the registered agent and office is .

Dwayne E. Buckland

9378 Arlington Expressway, Suite 341

Jacksonville, Fl. 32225

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATE 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.


February 24, 1997