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TRANSMITTAL LETTER

June 16, 1997

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

FILED
97 JUN 18 AM 8:52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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-06/18/97--01086--003
*****122.50 *****122.50

SUBJECT: Capitol B's, Inc.

Dear Sirs:

Enclosed is an original and one (1) copy of the articles of incorporation and designation of the initial registered agent and a check for \$122.50 for the filing fee and a certified copy of the Articles of Incorporation.

Sincerely,



**Robert E. Ford
Florida Bar # 457620**

QAL 6-19-97

ARTICLES OF INCORPORATION

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt the following Articles of Incorporation:

ARTICLE I NAME

The name of the corporation shall be Capitol B's, Inc.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

Capitol B's, Inc.
Altamonte Mall
Space #FS10
451 Altamonte Avenue
Altamonte Springs, Florida 32701

ARTICLE III SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is ten thousand.

ARTICLE IV INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is:

Bretten F. Ball
Altamonte Mall
Space #FS10
451 Altamonte Avenue
Altamonte Springs, Florida 32701

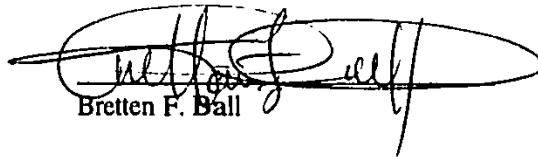
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TALLAHASSEE, FLORIDA

**ARTICLE V
INCORPORATOR**

The name and street address of the incorporator to these Articles of Incorporation is:

Bretten F. Ball
Altamonte Mall
Space #FS10
451 Altamonte Avenue
Altamonte Springs, Florida 32701

*The undersigned incorporator has executed these Articles of Incorporation
on this the sixteenth day of June, 1997.*


Bretten F. Ball

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 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.

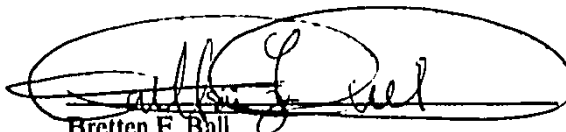
1. The name of the corporation is Capitol B's, Inc.
2. The name and address of the registered agent and office is:

Bretten F. Ball
Altamonte Mall
Space #FS10
451 Altamonte Avenue
Altamonte Springs, Florida 32701

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STATE
TALLAHASSEE, FLORIDA

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.

Witness my signature on this the sixteenth day of June, 1997.


Bretten F. Ball