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ROBERT F GILLIS PA
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JACKSONVILLE, FL 32210-3217
(904) 388-0651/389-5930

June 24, 1997

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****122.50 ****122.50

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

Re: Bill Sanford, Inc.

Dear Sirs:

Enclosed are the original and one (1) copy of the Articles of Incorporation of the above named proposed Florida Corporation. Also, enclosed is a check in the amount of \$122.50 representing payment of the following:

Filing Fee	\$35.00
Certified Copy Fee	52.50
Registered Agent Fee	35.00

Please file the enclosed Articles of Incorporation and return a certified copy to the undersigned. Hopefully, all is in order.

Thank you for your help with this matter.

Very truly yours,



Robert F. Gillis
for: Robert F. Gillis, P. A.

EFFECTIVE DATE
6-24-97

97 JUN 30 AM 11:05
DIVISION OF CORPORATIONS
STATE OF FLORIDA

7-2-97
WS

ARTICLES OF INCORPORATION

of

Bill Sanford, Inc.

SECRET
DIVISION
97 JUN 30 AM 11:05
STATE
INTEGRATIONS

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 I. NAME

The name of this corporation is: **Bill Sanford, Inc.**

ARTICLE II. NATURE OF BUSINESS

The general nature of the business to be transacted by this corporation is any or all lawful business now or hereafter allowed by the laws of the State of Florida.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time is One Thousand (1,000) shares of One Dollar (\$1.00) par value common stock.

ARTICLE IV. INITIAL CAPITAL

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

ARTICLE V. TERM

This corporation shall have perpetual existence.

6-24-92

ARTICLE VI. ADDRESS

The post office address of the principal office of this corporation in the State of Florida is: 4729 San Juan Avenue, Jacksonville, Florida 32210

The Board of Directors may from time to time move the office to any other place in Florida.

ARTICLE VII. DIRECTORS

This corporation shall have one (2) directors initially. The number of directors may be either increased or decreased from time to time by the By-Laws, but shall never be less than one (1) nor more than five (5.) 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 VIII. INITIAL DIRECTORS

The name and post office addresses of the members of the first Board of Directors of this corporation are:

William L. Sanford, 5158 Appleton Avenue, Jacksonville, Florida 32210

Susan B. Sanford, 5158 Appleton Avenue, Jacksonville, Florida 32210

ARTICLE IX. REGISTERED AGENT

The registered agent for this corporation shall be: William L. Sanford

ARTICLE X. SUBSCRIBER

The names and post office addresses of the subscriber signing these Articles of Incorporation are: William L. Sanford, 5158 Appleton Avenue, Jacksonville, Florida 32210

ARTICLE XI. SHARE RIGHTS

In order to maintain his or her percentage of ownership of this corporation, every shareholder, upon the sale of any new or unissued shares, shall have the right to purchase a pro rate portion thereof at the price at which it is offered to others.

Shares held by the initial shareholders and by any subsequent shareholders may not be resold or otherwise transferred to other persons or hypothecated in any manner unless such shares are first offered to the remaining shareholders or to this corporation. The price and terms shall be at market unless otherwise agreed.

ARTICLE XII. MISCELLANEOUS

Ownership of stock in this corporation shall not be required 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 encumbrance 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 encumbrance 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 shall make objection at such meeting as 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 are shareholders, members, directors, 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 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 the vote of the majority of the directors present, such interested director or directors to be counted in determining whether a quorum is present, but not 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 therefore in any form.

ARTICLE XIII. 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 capital stock, or of which it is a creditor, against expenses actually and necessarily incurred by him in connection with the defense of any action, suit or proceeding in which he is made a party by reason of being or having been such director, officer, or employee, except in relation to matters as to which he 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 a majority of a committee composed of the directors of this corporation not involved in the matter of controversy (whether or not a quorum) that it was to the interests of this corporation that such a 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 may be entitled under the By-Laws or otherwise.

ARTICLE XIV. EFFECTIVE

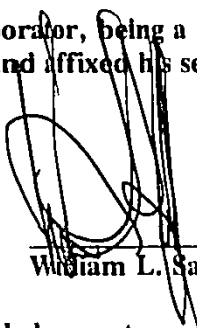
This Corporation shall be effective as of the date of execution of the Articles of Incorporation.

ARTICLE XV. 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 to the stockholders, and approved at a stockholder's meeting by a 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 the Articles of Incorporation be made.

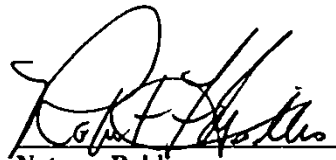
IN WITNESS WHEREOF, the undersigned incorporator, being a natural person competent to contract, has hereunto set his hand and affixed his seal this 24th day of June, 1997 .



William L. Sanford

Before me personally appeared William L. Sanford, known to me to be the person described as subscriber in and who executed the foregoing Articles of Incorporation, and he acknowledged before me that he subscribed to these Articles of Incorporation.

WITNESS my hand and official seal this 24th day of June, 1997 .



Notary Public



ROBERT F GILLIS
My Commission CC490822
Expires Oct. 22, 1999

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

SECRET
DIVISION OF CORPORATIONS
97 JUN 30 AM 11:05

Re: Bill Sanford, Inc.

Dear Sirs:

In compliance with Section 48.091 of the Florida Statutes, the following is submitted:
Bill Sanford, Inc. , desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation, at 4729 San Juan Avenue, Jacksonville, Florida 32210, has named William L. Sanford, located at 4729 San Juan Avenue, Jacksonville, Florida 32210, as its agent to accept service of process within this state.

ACKNOWLEDGEMENT:

Having been named to accept service of process for the above named corporation, at the place designated in this certificate, the undersigned agrees to act in this capacity and agrees to comply with the provisions of Florida law relative to keeping the designated office open.



Registered Agent