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Pg 7000065747

July 21, 1997

Department of State
State of Florida
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

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-07/28/97--01140--002
*****78.50 *****78.50

Re: B. L. Gaines, Inc., a Florida Corporation

Dear Sir/Madam:

Enclosed are the duly executed Articles of Incorporation for the above referenced corporation.

Please file the enclosed Articles of Incorporation and, upon completion of the filing process, certify and return to us one certificate under seal. We have enclosed a check in the amount of \$78.75 to cover the fees.

Thank you for your assistance in this matter.

Very truly yours,

Jerald A. Goldstein

JAG/dls
Enclosures

FILED
97 JUL 28 PM 11:08
TALLAHASSEE, FLORIDA

[Handwritten signature]

ARTICLES OF INCORPORATION

OF

B. L. GAINES, INC.

FILED
97 JUL 28 AM 11:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator to these Articles of Incorporation hereby forms a corporation under the laws of the State of Florida.

ARTICLE I

NAME

The name of this corporation shall be B. L. Gaines, Inc.

ARTICLE II

PURPOSES

The purposes for which this corporation is formed and the business and objects to be carried on and promoted by it are as follows: To transact any and all lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes.

ARTICLE III

CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is One Thousand (1,000) shares of common stock having Fifty Cents (\$.50) par value. The consideration to be paid for each share shall be fixed by the Board of Directors, but in no event shall be less than Fifty Cents (\$.50).

ARTICLE IV

INITIAL CAPITAL

The amount of capital with which this Corporation shall begin business is Five Hundred Dollars (\$500.00).

ARTICLE V

TERM OF EXISTENCE

The corporation shall exist perpetually.

ARTICLE VI

ADDRESS

The initial street address of the office of this Corporation in the State of Florida shall be 1460 N.W. 94th Terrace, Plantation, Florida 33322.

The initial principal office address of the Corporation shall be: 1460 N.W. 94th Terrace, Plantation, Florida 33322.

ARTICLE VII

REGISTERED AGENT

The Registered Agent of this Corporation shall be Jerald A. Goldstein, Esq., and the registered agent address is: 5355 Town Center Road, #1102, Boca Raton, FL 33486.

I do hereby accept the duties and responsibilities as registered agent.

Accepted this 24 day of July, 1997.



JERALD A. GOLDSTEIN

ARTICLE VIII

DIRECTORS

This Corporation shall have not less than one (1) Director, nor more than five (5) Directors, as set forth in the By-Laws. The number of Directors may be increased and decreased from time to time by the By-Laws adopted by the Shareholders. The initial Director of the Corporation who, subject to these Articles of Incorporation, By-Laws of this Corporation, and the laws of the State of Florida, shall hold office until their successors have been elected and qualified, are:

BRUCE L. GAINES

1460 N.W. 94th Terrace
Plantation, FL 33322

ARTICLE IX

SUBSCRIBERS

The name and street address of the Subscriber of these Articles of Incorporation, and the number of shares of stock he has agreed to take, is as follows:

<u>NAME</u>	<u>ADDRESS</u>	<u>SHARES</u>
BRUCE L. GAINES	1460 N.W. 94th Terrace Plantation, FL 33322	100

ARTICLE X

SPECIAL PROVISIO

Any action by the Directors of this Corporation which is within their power taken at a meeting of such Directors shall be valid for all intents and purposes whether or not lawful notice of said meeting shall have been given to all Directors as required by law or by the By-Laws of this Corporation, if at any time prior to, during or subsequent to such meeting all Directors shall execute a waiver of notice of such meeting, in writing, and providing a majority of the Directors shall have approved or approve the action taken at such meeting.

When not prohibited by law, any action by the Shareholders of this Corporation which is within their power taken at a meeting of such Shareholders shall be valid for all intents and purposes whether or not lawful notice of said meeting shall have been given to all Shareholders, as required by law or the By-Laws of this Corporation, if at any time prior to, during or subsequent to such meeting all Shareholders shall execute a waiver of notice of such meeting in writing and providing a majority of the Shareholders shall have approved or approve the action taken at such meeting.

When not prohibited by law, any action of the Shareholders of this Corporation may be taken without a meeting if consent in writing, setting forth the action so taken, shall be signed by all the persons who would be entitled to vote upon such action at a meeting and filed with the Secretary of the Corporation as part of the corporate records. Such consent shall have the same force and effect as the unanimous vote of the Shareholders and may be stated as such in any certificate or document filed with the Department of State of the State of Florida, or any other governmental agency of any state, county or nation, or with any private organization, corporation, person or persons.

Nothing in this Article shall be construed to allow any act of the Board of Directors to be approved by less than a majority of

said Directors, or wherever a greater vote is required by law or in the By-Laws by that vote.

Nothing in this Article shall be construed to allow any act of the Shareholders to be approved by less than a majority of said Shareholders, or wherever a greater vote is required by law or in the By-Laws by that vote.

ARTICLE XI

INSPECTION OF BOOKS AND RECORDS

The Corporation shall from time to time determine whether and to what extent and at what times and places and under what conditions and regulations the accounts and books of the Corporation (other than the stock book) or any of them shall be open to inspection of Shareholders; and no Shareholder shall have any right to inspect any account, book or document of this Corporation except as conferred by statute, unless authorized by a resolution of the Shareholders or the Board of Directors.

ARTICLE XII

INDEMNIFICATION OF OFFICERS AND DIRECTORS

Every officer and every director of the Corporation shall be indemnified by the Corporation, as permitted by law, against all expenses and liability, including counsel fees, reasonably incurred by or imposed upon him in connection with any proceeding to which he may be a party or in which he may become involved by reason of his being or having been an officer or director of the Corporation, whether or not he is an officer or director at the time such expenses are incurred. The foregoing rights of indemnification shall be in addition to and not exclusive of all other rights to which such officer or director may be entitled.

ARTICLE XIII

TELEPHONE MEETING AUTHORIZED

Members of the Board of Directors or of any executive committee designated by the Board of Directors in accordance with law shall be deemed present at any meeting of the Board of Directors or executive committee, as the case may be, if a conference telephone or similar communications equipment, by means of which all persons participating in the meeting can hear and be heard by all other persons, is used.

ARTICLE XIV

EFFECTIVE DATE

These Articles of Incorporation shall be effective upon approval by the Secretary of State of the State of Florida.

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 and proposed by them at the Shareholders' Meeting by a majority of the stockholders entitled to vote thereon, unless all of the Directors and all of the Shareholders sign a written statement manifesting their intention that a certain amendment to these Articles of Incorporation be made.

ARTICLE XVI

INCORPORATOR

The names and addresses of the persons signing these Articles of Incorporation are:


Name

Address

BRUCE L. GAINES

1460 N.W. 94th Terrace
Plantation, FL 33322

IN WITNESS WHEREOF, the undersigned have executed these Articles of Incorporation this 24 day of July, 1997.



BRUCE L. GAINES
Incorporator

STATE OF FLORIDA

COUNTY OF Pinellas

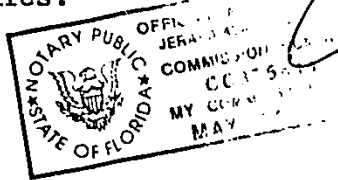
SS:

The foregoing was acknowledged before me, a Notary Public of the State of Florida, this 27 day of July, 1997, by BRUCE L. GAINES, who is personally known to me or who produced his driver's license as identification, and who did (did not) take an oath.

WITNESS my hand and official seal.

My commission expires:

[Signature]
Notary Public, State of Florida



FILED
97 JUL 28 AM 11:06
STATE
SECRETARY OF FLORIDA
TALLAHASSEE, FLORIDA