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PREVATT ENGLAND & TAYLOR

ATTORNEYS AT LAW
A PARTNERSHIP OF PROFESSIONAL ASSOCIATIONS

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POST OFFICE BOX 2920
TAMPA, FLORIDA 33601-2920

September 12, 1997

FLORIDA SECRETARY OF STATE
DIVISION OF CORPORATIONS
409 E. Gaines Street
P. O. Box 6327
Tallahassee, FL 32314

Re: ON SECOND THOUGHT, INC.

400002292824--2
-09/15/97--01074--006
****122.50 ****122.50

Dear Secretary:

Enclosed herewith are the Articles of Incorporation for the subject corporation together with a check in the amount of \$122.50 to cover the following:

Filing Fees	\$35.00
Certified Copy	52.50
Registered Agent Fee	<u>35.00</u>

\$122.50

We would appreciate your filing the Articles, certifying them as the Articles of Incorporation, and returning them to us.

Sincerely,

Karen J. Prevatt

Karen J. Prevatt

Enclosures

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 SEP 15 AM 9:01

9/17/97

**ARTICLES OF INCORPORATION
OF
ON SECOND THOUGHT, INC.**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 SEP 15 AM 9:01

ARTICLE I

NAME

The name of this Corporation is ON SECOND THOUGHT, INC. The address of the Corporation is 1508 Holleman Drive, Valrico, FL 33594.

ARTICLE II

DURATION

This Corporation shall have perpetual existence.

ARTICLE III

NATURE OF BUSINESS

This Corporation is being formed for the following purposes:

To conduct any and all business activities permitted by the laws of the State of Florida.

To generally have and exercise all powers, rights and privileges necessary, suitable, convenient or proper for the accomplishment of any of the purposes or the attainment of any or all of the objects hereinbefore enumerated or incidental to the purposes and powers herein named or for the enhancement of the value of the property of the corporation or which at any time appear conducive thereto or expedient.

ARTICLE IV

TERM OF EXISTENCE

This Corporation shall have perpetual existence unless sooner dissolved in accordance with the laws of the State of Florida. The date on which corporate existence shall begin is the date on which these Articles of Incorporation are filed with the Secretary of State of the State of Florida.

ARTICLE V

CAPITAL STOCK

This Corporation is authorized to issue 10,000 shares of common voting stock with a par value of \$1.00 per share.

ARTICLE VI

INITIAL REGISTERED AGENT AND OFFICE

The name of the initial registered agent of this Corporation is KURT H. SCHALLER and the street address of the initial registered office of the Corporation is 1508 Holleman Drive, Valrico, FL 33594.

ARTICLE VII

PREEMPTIVE RIGHTS

The shareholders of this Corporation shall have the preemptive right to subscribe for and purchase their proportionate shares of any additional stock issued by this Corporation, from and after the issuance of the shares originally subscribed for by the shareholders of this Corporation, whether such additional shares be issued for cash, property, services or any other consideration, and whether or not such shares be presently authorized or be authorized by subsequent amendment to these Articles of Incorporation.

ARTICLE VIII

INITIAL BOARD OF DIRECTORS

This Corporation shall have two (2) directors initially. The number of directors may be either increased or diminished from time to time by the Bylaws, but shall never be less than one (1) nor more than five (5). The name and address of the initial members of the Board of Directors of this Corporation are:

Kurt H. Schaller	1508 Holleman Drive Valrico, FL 33594
Denise M. Schaller	1508 Holleman Drive Valrico, FL 33594

ARTICLE IX

**AMENDMENTS TO ARTICLES OF
INCORPORATION AND BYLAWS**

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendments hereto and any right conferred upon the shareholders is subject to this reservation. Further, the power to adopt, alter, amend or repeal Bylaws shall be vested in the Board of Directors and the shareholders of this Corporation.

ARTICLE X

POWERS

This Corporation shall have all of the corporate powers enumerated in the Florida Business Corporation Act.

ARTICLE XI

INCORPORATOR


The name and address of the person signing these Articles are:

Kurt H. Schaller
1508 Holleman Drive
Valrico, FL 33594

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation.

Dated: _____

9/12/97


KURT H. SCHALLER

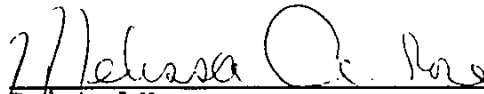
ACKNOWLEDGMENT

STATE OF FLORIDA

COUNTY OF HILLSBOROUGH

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared KURT H. SCHALLER, known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 11th day of September, 1997.


Printed Name: _____
NOTARY PUBLIC
STATE OF FLORIDA AT LARGE

My commission expires:



MELISSA A ROSE
My Commission CC433157
Expires Jan. 12, 1999
Bonded by HAI
800-422-1555

CERTIFICATE DESIGNATING REGISTERED AGENT

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

That ON SECOND THOUGHT, INC., desiring to organize under the laws of the State of Florida with its initial registered office, as indicated in the Certificate of Incorporation, at 1508 Holleman Drive, Valrico, FL 33594, has named KURT H. SCHALLER as its agent to accept service of process within this State.

ACKNOWLEDGMENT

Having been named to accept service of process for the above stated Corporation at place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office and the provisions of Chapter 607.


REGISTERED AGENT

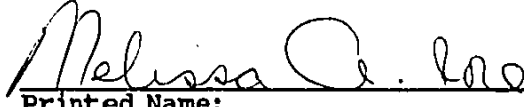
ACKNOWLEDGMENT

STATE OF FLORIDA

COUNTY OF HILLSBOROUGH

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared KURT H. SCHALLER, known to me and known by me to be the person who executed the foregoing Certificate Designating Registered Agent, and he acknowledged before me that he executed the Certificate Designating Registered Agent.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 11th day of September, 1997.


Printed Name: _____
NOTARY PUBLIC
STATE OF FLORIDA AT LARGE

My commission expires:



MELISSA A ROSE
My Commission CC433157
Expires Jan. 12, 1999
Bonded by HAI
800-422-1885

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 SEP 15 AM 9:01