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TRANSMITTAL LETTER

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

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-10/27/97--01091--008
***131.25 ***131.25

SUBJECT: Florida Business Institute, Inc.
(Proposed corporate name - must include suffix)

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

\$70.00
Filing Fee

\$78.75
Filing Fee
& Certificate

\$122.50
Filing Fee
& Certified Copy

\$131.25
Filing Fee,
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

FROM: BARRY BANTON
Name (Printed or typed)

9 Hibiscus St, Suite 10
Address

Tarpon Springs, FL 34689
City, State & Zip

813-938-8927
Daytime Telephone number

FILED
97 OCT 27 PM 1:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

NOTE: Please provide the original and one copy of the articles.

me 10/28/97

**ARTICLES OF INCORPORATION
OF
FLORIDA BUSINESS INSTITUTE, INC.**

FILED
97 OCT 27 PM 1:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporators, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

Article I

NAME OF CORPORATION

The name of this Corporation shall be: FLORIDA BUSINESS INSTITUTE, INC.

Article II

PRINCIPAL PLACE OF BUSINESS

The principal place of business and mailing address of the corporation shall be: 9 Hibiscus Street, Suite 10, Tarpon Springs, Florida 34689.

Article III

CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 100 shares of common stock of par value of \$1.00 per share. Each incorporator agrees to take 25 shares of stock.

Article IV

**INITIAL REGISTERED AGENT
AND STREET ADDRESS**

The name and Florida street address of the initial registered agent are: The street address of the initial registered office of this corporation is 9 Hibiscus Street, Suite 10, Tarpon Springs, Florida 34689. The corporation has designated as its Registered Agent, Barry Banther, of the above address.

Article V

INCORPORATORS

The names and addresses of the incorporators to these Articles of Incorporation are:

Barry L. Banther
9 Hibiscus Street, Suite 10
Tarpon Springs, Florida 34689

Thomas Michael Smith
5437 Oakridge Drive
Palm Harbor, Florida 34685

Mark Jones
3046 Enisglen Drive
Palm Harbor, Florida 34683

Steve Pease
467 Carriage House Lane
Tarpon Springs, Florida 34689

Article VI

PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same class or series as that which is already issued shall have the right to purchase a prorata share thereof at the price at which it is offered to others.

Article VII

DIRECTORS AND OFFICERS

This corporation shall have four directors initially. The number of directors may be increased or diminished from time to time, by By-Laws adopted by the stockholders, but shall never be less than one (1) or more than six (6). The names and addresses of the initial Directors of this Corporation are the same as those under Article V, Incorporators.

Directors shall be elected by the shareholders at their annual meeting which will be held at the registered office of the corporation or at such other place as may be provided by the By-Laws, or otherwise agreed upon, on the first day of _____ of each and every year, or at such other time as may be designated in the By-Laws, and the annual shareholders meeting, which shall include the election of officers by the Board of Directors.

The officers of this Corporation shall be a President, and three Vice Presidents. The positions of Secretary and of Treasurer, will be performed by two of the Vice Presidents as designated by the Board of Directors. Additional officers and agents may be provided in the By-Laws or designated by the Board of Directors.

Article VIII
AMENDMENTS

The Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be provided by the Board of Directors, proposed by them to the shareholders, and approved at the shareholders meeting by the majority of the shareholders entitled to vote thereon, unless all the directors and all shareholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

Barry L. Banther 9/26/97
Barry L. Banther Date

Thomas M. Smith 9/24/97
Thomas M. Smith Date

Mark Jones 10/6/97
Mark Jones Date

Steve Pease 10/3/97
Steve Pease Date

State of Florida
County of Pinellas

I HEREBY CERTIFY that before me, the undersigned authority, personally appeared BARRY L. BANOTHER, THOMAS MICHAEL SMITH, MARK JONES, AND STEVE PEASE to me well known and known to me to be the persons described in and who executed the foregoing Articles of Incorporation and acknowledged to and before me that they executed the same for the purpose therein expressed.

IN WITNESS WHEREOF, I have hereunto affixed my hand and official seal at _____, Pinellas County, Florida, this _____ day of _____, 1997.

Notary Public

My commission expires:

(SEAL)


State of Florida

County of Pinellas

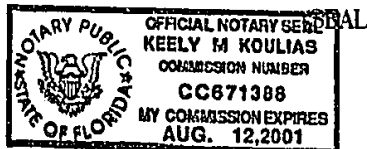
I HEREBY CERTIFY that before me, the undersigned authority, personally appeared BARRY L. BANTHER to me well known and known to me to be the person described in and who executed the forgoing Articles of Incorporation and acknowledged to and before me that he executed the same for the purpose therein expressed.

IN WITNESS WHEREOF, I hereunto affixed my hand and official seal at

Tarpon Springs, Pinellas County, Florida, this 26th day of September, 1997.


Notary Public

My commission expires: 8-12-01



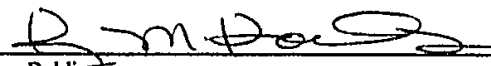
State of Florida

County of Pinellas

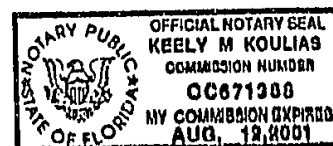
I HEREBY CERTIFY that before me, the undersigned authority, personally appeared MARK JONES to me well known and known to me to be the person described in and who executed the forgoing Articles of Incorporation and acknowledged to and before me that he executed the same for the purpose therein expressed.

IN WITNESS WHEREOF, I hereunto affixed my hand and official seal at

Tarpon Springs, Pinellas County, Florida, this 8th day of October, 1997.


Notary Public

My commission expires: 8-12-01



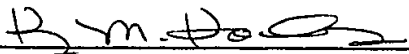
State of Florida

County of Pinellas

I HEREBY CERTIFY that before me, the undersigned authority, personally appeared THOMAS M. SMITH to me well known and known to me to be the person described in and who executed the forgoing Articles of Incorporation and acknowledged to and before me that he executed the same for the purpose therein expressed.

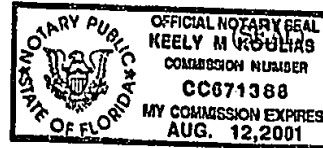
IN WITNESS WHEREOF, I hereunto affixed my hand and official seal at

Tarpon Springs, Pinellas County, Florida, this 24th day of September, 1997.



Notary Public

My commission expires: 8-12-01



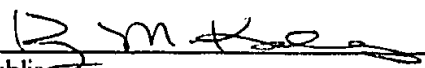
State of Florida

County of Pinellas

I HEREBY CERTIFY that before me, the undersigned authority, personally appeared STEVE PEASE to me well known and known to me to be the person described in and who executed the forgoing Articles of Incorporation and acknowledged to and before me that he executed the same for the purpose therein expressed.

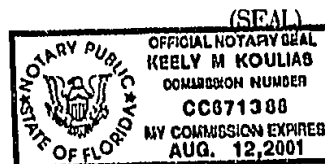
IN WITNESS WHEREOF, I hereunto affixed my hand and official seal at

Tarpon Springs, Pinellas County, Florida, this 3rd day of October, 1997.



Notary Public

My commission expires: 8-12-01



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.

B. G. Sat

9/26/97

Signature/Registered Agent

Date

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA