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LAW OFFICES  
RICHARDS, GILKEY, FITE, SLAUGHTER, PRATESI & WARD, P.A.  
RICHARDS BUILDING  
1253 PARK STREET  
CLEARWATER, FLORIDA 33756

RALPH RICHARDS (1893-1980)  
JOHN D. FITE  
JOHN E. SLAUGHTER, JR.  
EMIL G. PRATESI  
R. CARLTON WARD  
CYNTHIA I. RICE  
THEO J. KARAPHILLIS

TEL: (813) 443-3281  
FAX: (813) 446-3741

WILLIAM W. GILKEY  
WILLIAM M. MACKENZIE  
OF COUNSEL

PORT RICHEY OFFICE

RIDGE PLACE EXECUTIVE CENTER  
8410 U.S. HIGHWAY 19 - SUITE 104  
PORT RICHEY, FLORIDA 34668  
TEL: (813) 841-7833  
FAX: (813) 847-6742

November 14, 1997

Secretary of State  
Division of Corporations  
409 East Gaines Street  
20th Floor  
Tallahassee, Florida 32399

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-11/24/97--01135-015  
\*\*\*\*122.50 \*\*\*\*122.50

Re: B&J Consulting Service, Inc.

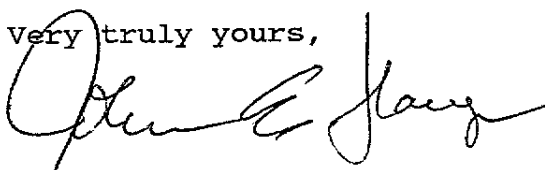
Gentlemen:

Enclosed for filing in your office are Articles of Incorporation and designation of Registered Agent for the above referenced corporation. Also enclosed is our check in the amount of \$122.50 to cover the following costs:

Filing Fee	\$ 35.00
Certified Copy	52.50
Registered Agent Fee	<u>35.00</u>
	\$ 122.50

I would appreciate your forwarding a certified copy of the Articles to this office at the address shown above.

Very truly yours,

  
John E. Slaughter, Jr.

JES/pb  
Enclosures

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
97 NOV 24 PM 12:24

D. BROWN DEC - 1 1997

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
97 NOV 24 PM 12:24

ARTICLES OF INCORPORATION  
OF  
B&J CONSULTING SERVICE, INC.

I.

NAME

The name of this corporation shall B&J CONSULTING SERVICE,  
INC.

II.

PURPOSE

This corporation is organized to engage in any activity of  
business permitted under the laws of the United States or of this  
State.

III.

TERM OF EXISTENCE

This corporation shall begin existence as of the date of  
filing and shall exist perpetually.

IV.

CAPITAL STOCK

This corporation is authorized to issue seven thousand five  
hundred (7,500) shares of \$1.00 par value.

V.

PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of  
this corporation of the same kind, class or series as that which he  
already holds, shall have the right to purchase his pro rata share  
thereof (as nearly as may be done without issuance of fractional  
shares) at the price at which it is offered to others.

VI.

MAILING ADDRESS

The mailing address of the corporation is: 1253 Park Street, Clearwater, Florida, 33756.

VII.

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 1253 Park Street, Clearwater, Florida, 33756, and the name of the initial registered agent of this corporation at that address is John E. Slaughter, Jr.

VIII.

INCORPORATOR

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

John E. Slaughter, Jr.  
1253 Park Street  
Clearwater, Florida 33756

IX.

INDEMNIFICATION


The corporation shall indemnify any officer or director, of any former officer or director, to the full extent permitted by law.

X.

AMENDMENT

The corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 14<sup>th</sup> day of November, 1997.

  
JOHN E. SLAUGHTER, JR.

RCW:pb  
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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
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**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.**

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

First--That B&J CONSULTING SERVICE, INC., is desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation at City of Clearwater, County of Pinellas, State of Florida, has named John E. Slaughter, Jr., located at 1253 Park Street, City of Clearwater, County of Pinellas, State of Florida, as its agent to accept service of process within this state.

ACKNOWLEDGMENT: (MUST BE SIGNED BY DESIGNATED AGENT)

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 provision of said Act relative to keeping open said office.

By: 

JOHN E. SLAUGHTER, JR.  
(REGISTERED AGENT)