CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302 (904) 224-8870 • 1-800-342-8062 • Fax (904) 222-1222

P97000103433

FILED EMARY OF STATE EMARK OF CURPORATIONS

97 DEC -9 AM 11:40

Blue Chip, Inc.

Signature

Name

Requested by:

_____ Will Pick Up _

400002365494--5 -12/03/97--01022--027 ******70.00 ******70.00

		Art of Inc. File
		LTD Partnership File
		Foreign Corp. File
		L.C. File
		Fictitious Name File
		Name Reservation
		Merger File
		Art. of Amend. File
		RA Resignation
		Dissolution / Withdrawal
		Annual Report / Reinstatement
	<u></u>	Cert. Copy
	<u> </u>	Photo Copy
		Certificate of Good Standing
		Certificate of Status
	<u> </u>	Certificate of Fictitious Name
		Corp Record Search
	<u> </u>	Officer Search
		Fictitious Search
<i>=</i> -		Fictitious Owner Search
_		Vehicle Search
		Driving Record
	<u> </u>	UCC 1 or 3 File
- -		UCC 11 Search
		UCC 11 Retrieval
		Courier

ARTICLES OF INCORPORATION

FILED LEGRETARY OF STATE SMITSTON OF CORPORATIONS

OF

97 DEC -9 AM 11:40

BLUE CHIP, INC.

The undersigned Incorporator to these Articles of Incorporation, natural person, competent to contract, does hereby form a corporation for profit under the laws of the State of Florida.

ARTICLE I. CORPORATE NAME

The name of this corporation shall be BLUE CHIP, INC..

ARTICLE II. NATURE OF BUSINESS AND POWERS

The general nature of the business to be transacted and carried on by the corporation is to engage in any lawful act and activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE III. CAPITAL STOCK

The total authorized capital stock of the corporation shall be 100 shares of common stock having no par value.

ARTICLE IV. TERMS OF EXISTENCE

This corporation shall have perpetual existence, commencing upon the filing of these Articles.

ARTICLE V. REGISTERED AGENT AND INITIAL REGISTERED OFFICE

The street address of the initial registered office of this corporation shall be 465 C John Ringling Boulevard, Sarasota, Florida 34236, and the initial registered agent at such address will be Catherine Tymons. The Board of Directors from time to time may move the Registered Office to any other address in the State of Florida. The principal office and initial registered office are one and the same. I hereby accept as registered agent.

ARTICLE VI. INCORPORATOR

The name and street address of the person signing these Articles of Incorporation as the Incorporator is Susan Schultz, 465 C John Ringling, Sarasota, Florida 34236.

ARTICLE VII. BOARD OF DIRECTORS

This corporation shall have One (1) director(s) 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).

ARTICLE VIII. INITIAL DIRECTORS

The names of the initial Directors of this corporation and their street addresses are:

<u>Name</u> Address

Susan Schultz 465 C John Ringling Boulevard Sarasota, Florida 34236

ARTICLE IX. OFFICERS

The executive officers of this corporation shall be a President, a Vice President, a Secretary, and a Treasurer. Any person may hold two or more offices. The corporation may also have such other officers and agents as may be deemed necessary and all such officers and agents shall be chosen in such manner, hold their offices for such terms, and have such powers and duties as may be prescribed by the by-laws or determined by resolution of the Board of Directors not inconsistent with the by-laws.

ARTICLE X. AMENDMENT

The corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter prescribed by law, and all rights and powers conferred herein upon stockholders, directors and officers are subject to this reserve power.

IN WITNESS WHEREOF, I, the undersigned Incorporator, for the purposes of forming a corporation for profit pursuant to the laws of the State of Florida, do make, subscribe and acknowledge this certificate and I have hereunto duly executed the foregoing Articles of Incorporation to be filed in the office of the Secretary of State of Florida, for the purposes therein set forth.

Susan Schultz

STATE OF FLORIDA

COUNTY OF MANATEE

BEFORE ME, the undersigned authority, personally appeared Susan Schultz, personally known to me and known to be the person making, subscribing and acknowledging the foregoing Articles of Incorporation to be her free act and deed for the purposes and uses therein set forth and who did not take an oath.

SWORN TO AND SUBSCRIBED before me this the given day of Occomby 1997.

Notary Public

My Commission Expires:

Printed Name of Notary Commission No.

OFFICIAL SEAL
GINA N. WHITAKER
Notary Public-State of Florida

March 30, 1999 Commission # CC 449555

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR SERVICE OF PROCESS WITH THIS STATE, NAMED AGENT UPON WHOM PROCESS MAY BE SERVED

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

BLUE CHIP, INC., desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation at 465 C John Ringling Boulevard, Sarasota, Florida, 34236, with Catherine Tymons 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.

Catherine Tymons Registered Agent

DATED this the 8th day of December 1997.