

P97000108745

December 29, 1997

State of Florida
Department of State
Corporate Division
409 East Gaines
Tallahassee, Fla. 32399

Attn.: Michelle Mulligan

Re.: Behan-Swanson-Willis Accounting and Tax Services, Inc.,
A FLORIDA CORPORATION

Gentlemen:

Enclosed is an original and one copy of the Articles of Incorporation for the above corporation. Please file the original in your offices and certify and return to us one certified copy.

We are enclosing our check in the amount of \$122.50.

\$35.00 Filing Fee
35.00 Certificate designation
registered agent
52.50 Certified copy

\$122.50

Kindly give this matter your attention.

Very truly yours,

David L. Willis

David L. Willis, President
Behan-Swanson-Willis Accounting and
Tax Services, Inc.

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
Behan-Swanson-Willis
Accounting and Tax Services, Inc.

ARTICLE I - NAME

The name of this corporation is Behan-Swanson-Willis Accounting and Tax Services, Inc. with a principal office and mailing address of 2522 SW 27 Avenue, Ocala, Florida 34474.

ARTICLE II - DURATION

This corporation shall have perpetual existence commencing on the date of the filing of this Articles with the Department of State.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes, as now exists or may after be amended.

ARTICLE IV - AUTHORITY OF DIRECTORS

The board, subject to any specific written limitations or restrictions imposed by the law or by these Articles of Incorporation (articles), shall direct the carrying out of the purposes and exercise the powers of the corporation without previous authorization or subsequent approval by the shareholders of the corporation.

ARTICLE V - CAPITAL STOCK

V-1 STOCK CERTIFICATES. Certificates of stock shall be signed by the President or the Vice President, jointly with the Secretary, and the seal of the corporation shall be impressed thereon.

V-2 NUMBER OF AUTHORIZED SHARES. This corporation is authorized to issue 1,000,000 share of One Dollar (\$1.00) par value common stock which shall be designated as "Common Shares".

ARTICLE VI - PRE - EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation, shall have the right to purchase his pro-rate share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VII - INITIAL REGISTERED OFFICE AND AGENT

The address of the initial register office of this corporation is 314 Sabal Park Place #102, Longwood, Florida 32779 and the name of the initial registered agent at such address is David L. Willis.

ARTICLE VIII - BYLAWS

The power to adopt, alter, amend or repeal Bylaws shall be vested in the Board of Directors, except where the shareholders specifically provide in any Bylaw made by them that such Bylaws shall not be altered, amended or repealed by the Board.

ARTICLE IX - INITIAL BOARD OF DIRECTORS

This corporation shall have one Director constituting the initial Board of Directors. The number of Directors may be either increased or decreased from time to time by the bylaws, however, there shall never be less than one director nor more than ten. The name and address of the initial Board of Directors is:

Name	Address
DAVID L. WILLIS	314 Sabal Park Place #102 Longwood, Florida 32779

ARTICLE X - INCORPORATORS

The name and address of the Incorporator signing these articles is:

Name	Address
DAVID L. WILLIS	314 Sabal Park Place #102 Longwood, Florida 32779

ARTICLE XI - INDEMNIFICATION

The corporation shall indemnify any Officer or Director or any former Officer or Director, to the full extent permitted by law.

ARTICLE XII - AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, by a majority vote of the Board of Directors, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned Incorporators has executed these Articles of Incorporation on the 29th day of December, 1997.


David L. Willis
DAVID L. WILLIS

STATE OF FLORIDA, COUNTY OF MARION

Before me, a Notary Public personally appeared DAVID L. WILLIS to me well known and known to be the persons described in and who executed the foregoing Articles of Incorporation and acknowledged to and before me that they executed said Articles of Incorporation for the purpose therein expressed.

IN WITNESS WHEREOF, I have set my hand and seal in the State and County above this 29 day of December, 1997.

Vivien L. Swanson
Notary Public
State of Florida
My commission expires:

 VIVIEN L. R. SWANSON
COMMISSION # CC 524171
EXPIRES JAN 11, 2000
BONDED THRU
ATLANTIC BONDING CO., INC.

REGISTERED AGENT

CERTIFICATE DESIGNATING REGISTERED AGENT AND PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA, AND ACCEPTANCE OF AGENT UPON WHOM PROCESS MAY BE SERVED.

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

In compliance with Section 607.023 Florida Statutes, the following is submitted:

FIRST, that BEHAN-SWANSON-WILLIS ACCOUNTING AND TAX SERVICES, INC., a Florida corporation desiring to organized or qualify under the laws of the State of Florida, with its principal place of business at Ocala, Marion County, Florida, has named DAVID L. WILLIS, with his principal place of residence at 314 Sabal Park Place #102 Longwood, Florida 32779 as its agent to accept service of process within Florida.

Dated: *December 29, 1997*


DAVID L. WILLIS
PRESIDENT

Having been named to accept service of process for the above named corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper performance of my duties.


DAVID L. WILLIS

Registrar Agent, ..

REGISTER AGENT