

**MILLER & ASSOCIATES
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P98000028260

March 23, 1998

Secretary of State
Corporate Records Bureau
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32301

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-03/25/98--01028--005
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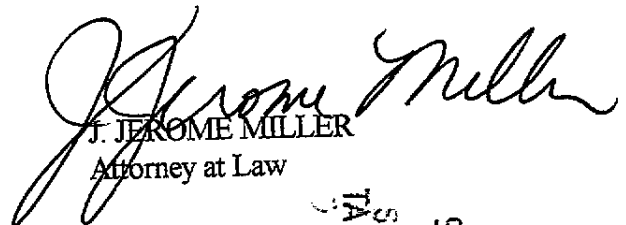
Re: BSA Charters, Inc.

To Whom It May Concern:

Please find enclosed herewith for filing an original and one copy of the executed Articles of Incorporation, as well as the Acceptance of registered agent, in regard to the above-referenced corporation. I have also enclosed a check in the amount of \$122.50 to cover the fee in this respect. Upon filing, please return one copy of the Articles in the envelope provided.

Thank you for your assistance in this matter. If you should have any questions, please do not hesitate to contact me.

Sincerely,


J. JEROME MILLER
Attorney at Law

JJM/jld
Enclosures (as stated)
cc: Adam R. Miller II (w/o enc.)
g:\.....\corporat\bsachart.inc\secstate.ltr

FILED
98 MAR 25 PM 1:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

7592
2692

ARTICLES OF INCORPORATION
OF
BSA CHARTERS, INC.

FILED
98 MAR 25 PM 1:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

NAME

The name of this Corporation is BSA CHARTERS, INC.

ARTICLE II

DURATION

This Corporation shall have perpetual existence.

ARTICLE III

PURPOSE

This Corporation is organized for the purpose of conducting
all lawful business.

ARTICLE IV

CAPITAL STOCK

The Corporation is authorized to issue 2,500 shares of \$1.00

par value common stock, which shall be designated "common shares".

ARTICLE V

PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale 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 (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is 415 Mountain Drive, Suite 3. Destin, Florida 32541 and the initial registered agent of this Corporation at that address is J. Jerome Miller.

ARTICLE VII

INITIAL BOARD OF DIRECTORS

This Corporation shall have at least one (1) director initially. The number of directors may be either increased or diminished from time to time by the By-Laws but shall never be less

than one. The name and address of the initial director of this Corporation is:

ADAM R. MILLER II
3658 Bagwell Road
Pace, Florida 32571

ARTICLE VIII

PRINCIPAL OFFICE

The principal office and mailing address of this Corporation is 3658 Bagwell Road, Pace, Florida 32571.

ARTICLE IX

INCORPORATOR

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

ADAM R. MILLER II
3658 Bagwell Road
Pace, Florida 32571

ARTICLE X

INDEMNIFICATION

The Corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by

law.

ARTICLE XI

ACTION BY DIRECTORS OR SHAREHOLDERS WITHOUT A MEETING

The directors or shareholders of this Corporation may take action by written consent as provided by law.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 20th day of March, 1998.

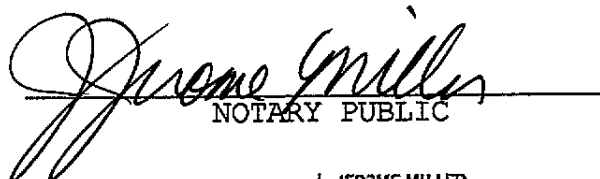


ADAM R. MILLER II

STATE OF FLORIDA
COUNTY OF OKALOOSA

BEFORE ME, the undersigned authority authorized in the State and County aforesaid to take acknowledgments personally appeared ADAM R. MILLER II who is personally known to me and who did take an oath, and who is the person who executed the foregoing Articles of Incorporation and acknowledged before me that he executed same.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal this 20th day of March, 1998.

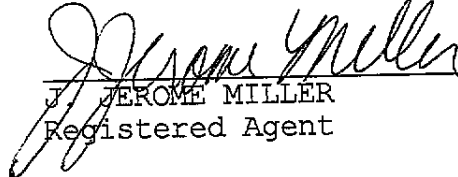


NOTARY PUBLIC

J. JEROME MILLER
NOTARY PUBLIC, STATE OF FLORIDA
My Comm. Expires June 5, 1999
Comm. No. CC 465060

ACCEPTANCE

I hereby am familiar with and accept the duties and responsibilities as registered agent for BSA CHARTERS, INC.

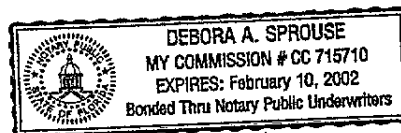

J. JEROME MILLER
Registered Agent

STATE OF FLORIDA
COUNTY OF OKALOOSA

BEFORE ME, the undersigned authority authorized in the State and County aforesaid to take acknowledgments personally appeared J. Jerome Miller who is personally known to me and who did take an oath, and who is the person who executed the foregoing Acceptance and who acknowledged before me that he executed same.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal this 20th day of March, 1998.


NOTARY PUBLIC



FILED
98 MAR 25 PM 1:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA