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FILED

Bees Tees, Inc.
12087 62nd Street North, Unit #4
Largo, FL 33773

98 APR 22 AM 11:43

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

INTENTION TO FILE

ARTICLES OF INCORPORATION

APRIL 10, 1998

SECRETARY OF STATE
DIVISIONS OF CORPORATIONS
P.O. BOX 6327
TALLAHASSEE, FL 32314

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*****70.00 *****70.00

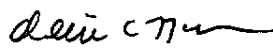
DEAR SECRETARY OF STATE:

ENCLOSED PLEASE FIND AN ORIGINAL AND A DUPLICATE COPY
OF THE ARTICLES OF INCORPORATION FOR *Bees Tees, INC.*

ALSO FIND ENCLOSED A CASHIERS CHECK MADE PAYABLE TO THE
FLORIDA DEPARTMENT OF STATE IN THE AMOUNT OF \$70.00 TO COVER
THE APPLICABLE FILING FEES.

YOUR ASSISTANCE IN ESTABLISHING THE CORPORATION TO BE
KNOWN AS *Bees Tees, INC.* IS APPRECIATED.

RESPECTFULLY,


OLIVER NANCE

Enclosures

P. Hall

APR 23 1998

ARTICLES OF INCORPORATION
OF

Bees Tees, INC.

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TALLAHASSEE, FLORIDA

ARTICLE ONE - NAME & ADDRESS

The name of the Corporation is **Bees Tees, INC.**, and the principle place of business of this corporation shall be: 12087 62nd Street North #4, Largo, FL 33773.

ARTICLE TWO - NATURE OF BUSINESS

This corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida. This Corporation shall have all of the powers and privileges general and additional enumerated and conferred upon Corporations generally by Chapter 607 (also referred to as the Florida General Corporation Act), Florida Statutes 1977 and any amendments thereto.

ARTICLE THREE - CAPITAL STOCK

The aggregate number of shares which this corporation is authorized to issue is 1,000 shares of common stock with a par value of one dollar (\$1.00) per share. The shares may be divisible and may be issued as fractional shares.

ARTICLE FOUR - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this Corporation of the same kind, class, or series of that which he already holds, shall have the right to purchase his pro-rata share thereof at the price at which it is offered to others.

ARTICLE FIVE - REGISTERED AGENT

The street address of the initial registered office of this corporation is: 12087 62nd Street North, Unit #4, Largo, Florida 33733. The name of the initial registered agent of this corporation is Oliver Nance.

ARTICLE SIX OFFICERS & DIRECTORS

The initial Board of Directors and their addresses of this corporation are as follows:

Oliver Nance - 7413 118th Drive North
Pres/Director Largo, FL 33773

Sandra L. Nance - 7413 118th Drive North
V. Pres./Director Largo, FL 33773

The number of Directors of this Corporation shall never be less than one (1).

ARTICLE SEVEN - INCORPORATOR

The name and address of the Incorporator of this Corporation and the Subscriber to these Articles is: Oliver Nance at 7413 118th Drive North, Largo, FL 33773.

ARTICLE EIGHT - STOCK ISSUANCE

The stock to be issued by this corporation shall be issued pursuant to a written plan, formulated by the Subscriber hereto, which plan shall comply with Section 1244 of the Internal Revenue Code.

ARTICLE NINE - TERMS OF EXISTENCE

The corporate existence of this Corporation shall commence when these Articles are accepted for filing by the Secretary of State.

I, Oliver Nance of 7413 118th Drive North, of
7413 118th Drive North, Largo, FL 33773, accept the appointment of
Registered Agent and Incorporator of Bees Tees, INC.

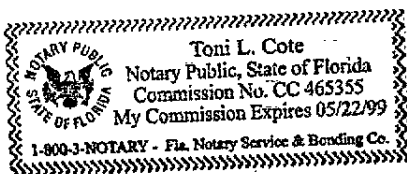
Oliver Nance
Oliver Nance
Registered Agent & Incorporator

STATE OF FLORIDA

COUNTY OF PINELLAS

The foregoing Articles of Incorporation were acknowledged before
me this 6TH day of APRIL, 1998, by OLIVER NANCE, who is
personally known by me.

SEAL



Toni L. Cote
Notary Public, Toni L. Cote

Notary Public, State of Florida
My Commission expires: MAY 22, 1999
Bonded thru Notary Public Underwriters

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TALLAHASSEE, FLORIDA