

**WOLFE YOUNG
O'BAKER & COMPANY**
Accountants & Tax Consultants

5100 Highway 17-92, Suite 200, Casselberry, Florida 32707 - 3862
Phone: (407) 339-9000 Fax: (407) 339-4205 Internet: wyoc.com

April 29, 1998

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

100002509371--6
-05/04/98--01052--006
*****78.75 *****78.75

Re: **B & S Services, Inc.**

To Whom it May Concern:

Enclosed please find \$78.75 check for Filing Fees (\$35.00), Register Agent Designation (\$35.00) and Certificate of Status (\$8.75) for the proposed incorporation of the above referenced company.

Also enclosed are two sets of notarized Articles of Incorporation and Certificate of Resident Agent .

Should you have any questions, please do not hesitate to call this office.

Very truly yours,

Wolfe, Young, O'Baker & Company

Clyde E. O'Baker

Clyde E. O'Baker

CEO/sbo
Enclosures

FILED
98 MAY 12 PM 3:50
SECRETARY OF STATE
TALLAHASSEE FLORIDA

Handwritten signature
2/may/98



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

May 5, 1998

CLYDE E. O'BAKER & COMPANY
5100 HIGHWAY 17-92
SUITE 200
CASSELBERRY, FL 32707

SUBJECT: B & S SERVICES, INC.
Ref. Number: W98000010111

We have received your document for B & S SERVICES, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6933.

Dana Calloway
Document Specialist

Letter Number: 598A00024667

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5100 Highway 17-92, Suite 200, Casselberry, Florida 32707 - 3862
Phone: (407) 339-9000 Fax: (407) 339-4205 Internet: wyoc.com

May 11, 1998

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Re: **B & S Services, Inc.**
W98000010111

Attn: Dana Calloway,

As stated in the attached letter, we have made the necessary adjustments to the Articles of Incorporation of **B & S Services, Inc.** The name has been amended to read as: **B & S Services of Central Florida, Inc.**

Should you have any questions, please do not hesitate to call this office.

Very truly yours,

Wolfe, Young, O'Baker & Company



Clyde E. O'Baker

CEO/sbo
Enclosures

**ARTICLES OF INCORPORATION
OF
B & S SERVICES OF CENTRAL FLORIDA, INC.**

FILED

98 MAY 12 PM 3:50

SECRETARY OF STATE
TALLAHASSEE FLORIDA

Article I - Name

The name of the corporation is: **B & S Services of Central Florida, Inc.**

Article II - Duration

This corporation shall exist perpetually.

Article III - Purpose

This corporation may engage in or transact any or all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, country, territory or nation.

Article IV - Capital Stock

This corporation is authorized to issue Seven Thousand Five Hundred (7,500) shares of One Dollar (\$1.00) par value common stock which shall be designated "Common Shares".

Article 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 the 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: 810 Hummingbird Lane, Orlando, Florida 32825 and the mailing address of the initial registered office of this corporation is: P.O. Box 811, Goldenrod, Florida 32733. The name of the initial registered agent of this corporation at 810 Hummingbird Lane, Orlando, Florida 32825 is: Robert C. Shields, Jr.

Article VII - Initial Board of Directors

This corporation shall have one (1) Director initially. The number of Directors may be either increased or diminished from time to time as permitted by the By-Laws, but shall never be less than one (1). The name and address of the Initial Director is: Robert C. Shields, Jr., 810 Hummingbird Lane, Orlando, Florida 32825.

Article VIII - Incorporator

The name and address of the person signing these Articles of Incorporation is: Robert C. Shields, 810 Hummingbird Lane, Orlando, Florida 32825.

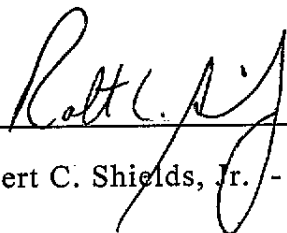
Article IX - Initial Officer

The name and address of initial officer shall be: Robert C. Shields, Jr., 810 Hummingbird Lane, Orlando, Florida 32825 - President/Secretary/Treasurer.

Article X - By-Laws

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation or any amendment hereto, and the by-laws of the corporation when adopted, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation the 23 day of APRIL A.D., 1998.



Robert C. Shields, Jr. - Incorporator

STATE OF FLORIDA

COUNTY OF SEMINOLE:


BEFORE ME, the undersigned Notary Public, duly authorized in the aforesaid State and County to take oaths and acknowledgments, personally appeared, **Robert C. Shields, Jr.**, well-known to me, who deposes and states that he is the person named in the above and foregoing "Articles of Incorporation", that he has read same over carefully, completely and thoroughly, and that to the best of Affiant's knowledge, information and belief, all of the matters, facts and statements set forth therein are true, accurate and correct.

Robert C. Shields, Jr.
Robert C. Shields, Jr.
Form of I.D. Driver's license
I.D. # 5432-763-45-201-0
Expiration 06/01/01

SWORN and SUBSCRIBED to before me this 23rd day of April,
A.D., 1998.

Judy M Glaze
Notary Public, State of Florida
AT LARGE

My Commission Expires:
(N.P. Seal)

 Judy M Glaze
My Commission CC848382
Expires May 19, 2001

State of Florida
Department of State

CERTIFICATE DESIGNATING PLACE OF BUSINESS OF
DOMICILE FOR THE SERVICE OF PROCESS WITHIN
THIS STATE AND NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED.

The following is submitted in compliance with Section
48.091, Florida Statutes.

B & S Services of Central Florida, Inc. a corporation organized under the laws of the State of
Florida, with its principal office at: 810 Hummingbird Lane, Orlando, Florida
32825, has named **Robert C. Shields, Jr.**, at that address, as its Agent to
accept service of process within this State.

B & S Services of Central Florida, Inc.

BY: *Robert C. Shields, Jr.*
Robert C. Shields, Jr.
Incorporator

FILED
98 MAY 12 PM 3:50
TALLAHASSEE FLORIDA
SECRETARY OF STATE

A C C E P T A N C E

Having been named to accept service of process for the above-stated
corporation, at the designated place 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 and complete performance of my duties.

Robert C. Shields, Jr.
Robert C. Shields, Jr.
Registered Agent