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5405 Diplomat Cir., Ste. 201
Orlando, Florida 32810

THE CENTER FOR PROFESSIONAL LEGAL SERVICES
A Private, Full Service, Law Firm

Phone (407) 647-7887
Facsimile (407) 647-5396

April 6, 1998

Secretary of State
Corporate Records Bureau
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

300002518223--6
-05/11/98--01030--002
*****70.00 *****70.00

Re: Advantage Services, Inc.- New Corporation

Dear Sir:

Enclosed for filing is the original and a copy of the Articles of Incorporation of Advantage Services, Inc. and a check for \$70.00 to cover the filing fee.

Please file the Articles of Incorporation and return the copy marked as filed to the undersigned.

If you have any questions, please call me collect.

Sincerely,

Richard D. Baxter

Richard D. Baxter, Esq.

cc: Ms. Suzanne C. Lipscomb

Dmc
5/13/98

2545

FILED
98 MAY 29 AM 11:43
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



5405 Diplomat Cir., Ste. 201
Orlando, Florida 32810

THE CENTER FOR PROFESSIONAL LEGAL SERVICES
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May 26, 1998

Secretary of State
Corporate Records Bureau
Division of Corporations
P.O. Box 6327
Tallahassee, Fl. 32314

Re: Advantage Total Services, Inc. - Your Letter No. 398A00026458

Dear Sir or Madam:

Thank you for your letter dated May 13, 1998, a copy of which is enclosed, reporting that a new corporation cannot be formed under the name Advantage Services, Inc. Accordingly, I am submitting Articles of Incorporation using a different name. I understand that the \$70.00 filing fee previously paid can be used for this document.

Therefore, enclosed for filing is the original and a copy of the Articles of Incorporation of Advantage Total Services, Inc.

Please file the Articles of Incorporation and return the copy marked as filed to the undersigned.

If you have any questions, please call me collect.

Sincerely,

Richard D. Baxter, Esq.

cc: Ms. Suzanne C. Lipscomb



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

May 13, 1998

RICHARD D. BAXTER, ESQ.
5405 DIPLOMAT CIRCLE
SUITE 201
ORLANDO, FL 32810

SUBJECT: ADVANTAGE SERVICES, INC.
Ref. Number: W98000010830

We have received your document for ADVANTAGE SERVICES, INC. and your check(s) totaling \$70.00. 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 administratively dissolved/revoked entity. Names of administratively dissolved/revoked entities are not available for one year from the date of administrative dissolution/revocation unless the dissolved/revoked entity provides the Department of State with a notarized affidavit stating that they have no intention of reinstating, therefore, releasing the name for use to another entity.

Simply adding "of Florida" or "Florida" to the end of a name is not acceptable.

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) 487-6923.

Doris McDuffie
Corporate Specialist Supervisor

Letter Number: 398A00026458

ARTICLES OF INCORPORATION
OF
ADVANTAGE TOTAL SERVICES, INC.

FILED
98 MAY 29 AM 11:43
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned Incorporator, a natural person competent to contract, hereby subscribes to and adopts these Articles of Incorporation for the purpose of organizing a corporation under the Florida Business Corporation Act.

ARTICLE I
CORPORATE NAME

The name of this Corporation shall be:

Advantage Total Services, Inc.

ARTICLE II
PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office and mailing address of this Corporation is: 6209 Willow Oak Lane, Orlando, Florida 32809.

ARTICLE III
NATURE OF CORPORATE BUSINESS

The general nature of the business to be transacted by this Corporation shall be to engage in any and all lawful business permitted under the laws of the United States and the State of Florida.

ARTICLE IV
CAPITAL STOCK

The maximum number of shares of stock that this Corporation is authorized to issue and have outstanding at any one time shall be ten thousand (10,000) shares of common stock having a par value of ten (\$0.10) cents per share.

ARTICLE V
TERM OF EXISTENCE

This Corporation shall have perpetual existence.

ARTICLE VI
INITIAL REGISTERED OFFICE AND AGENT

The address of the initial Registered Office of this Corporation is: 5405 Diplomat Circle, Suite 201, Orlando, FL 32810. The name of the initial Registered Agent of this Corporation at that address is Richard D. Baxter.

ARTICLE VII
BOARD OF DIRECTORS

The business of this Corporation shall be managed by its Board of Directors. The initial Board of Directors shall consist of one (1) member. The name and street address of the member of the first Board of Directors is:

Suzanne C. Lipscomb
6209 Willow Oak Lane
Orlando, FL 32809

The member of the First Board of Directors shall hold office until her successor is elected and qualified as provided in the Bylaws of this Corporation. The number of Directors of this Corporation set forth in these Articles of Incorporation shall be the authorized number of Directors until that number is changed by or in accordance with the Bylaws of this Corporation.

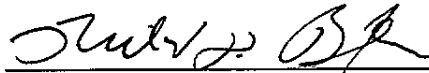
ARTICLE VIII
INCORPORATOR

The name of the person signing these Articles of Incorporation as the Incorporator is Richard D. Baxter and his street address is: 5405 Diplomat Circle, Suite 201, Orlando, FL 32810.

ARTICLE IX
INDEMNIFICATION

This Corporation shall indemnify and may insure its officers and directors to the fullest extent permitted by law either now or hereafter, including, but not limited to, Section 607.0850 of the Florida Statutes.

IN WITNESS WHEREOF, I, the undersigned, being the Incorporator hereinbefore named, for the purpose of forming a corporation to do business both within and without the State of Florida, under the laws of Florida, have executed these Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true, and hereunto set my hand and seal this 26th day of May, 1998.



Richard D. Baxter, Incorporator

ADVANTAGE TOTAL SERVICES, INC.
Certificate Of Designation Of
Registered Agent And Registered Office

FILED
98 MAY 29 AM 11:43
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.0501 of the Florida Statutes, the undersigned Corporation, organized under the laws of the State of Florida, submits the following statement in designating the Registered Office and Registered Agent of the Corporation in the State of Florida:

1. The name of the Corporation is: Advantage Total Services, Inc.
2. The name and address of the Registered Agent and Registered Office of the Corporation is: Richard D. Baxter, 5405 Diplomat Circle, Suite 201, Orlando, FL 32810.

Advantage Total Services, Inc.

By: Richard D. Baxter
Richard D. Baxter, Incorporator

Acceptance By Registered Agent

Having been named the Registered Agent of Advantage Total Services, Inc. the above stated Corporation, at the place designated in this Certificate, I hereby accept the appointment as Registered Agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, including Florida Statutes Section 607.0505, and I am familiar with and accept the obligations of my position as Registered Agent.

Richard D. Baxter
Richard D. Baxter, Registered Agent
Dated: May 26, 1998