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FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: FAS-T CORP. AGENTS, INC.
CONTACT: LIDIA FERNANDEZ
PHONE: (305)599-0839

ACCT#: 071001002335

FAX #: (305)716-0346

NAME: 2 BEE FAIR, INC.

AUDIT NUMBER.....H98000012609

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..1

PAGES..... 3

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

July 8, 1998

FAS-T CORP. AGENTS, INC.

SUBJECT: 2 BEES INC.
REF: W98000015497

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

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.

NAME CONFLICT IS II B'S, INC. DOC #P97000032032

If you have any further questions concerning your document, please call (850) 487-6067.

Neysa Culligan
Document Specialist

FAX Aud. #: H98000012609
Letter Number: 198A00036516

ARTICLES OF INCORPORATION
of
2 BEE FAIR, INC.

The undersigned incorporator to these Articles of Incorporation, a natural person competent to contract, hereby adopts these articles and forms a corporation under the Florida Business Corporation Act.

ARTICLE I - CORPORATE NAME AND MAILING ADDRESS

The name of the corporation is:
2 BEE FAIR, INC.

The mailing and principal address is:
105 4th Avenue NE #412
St Petersburg, Florida 33701

ARTICLE II - DURATION

This corporation shall exist perpetually unless dissolved according to Florida law.

ARTICLE III - PURPOSE

The corporation is organized for the purpose of engaging in any activities or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV - CAPITAL STOCK

The corporation is authorized to issue One Thousand shares (1000) of One Dollar (\$1.00) par value Common Stock which shall be designated "Common Shares."

Prepared By: Michael L. Bruno
PO Box 4370
Clearwater, Florida 33758
(813) 799-1040

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ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The name and street address of the Initial Registered Agent of this Corporation is:

Michael L. Bruno
600 Bypass Drive Suite 115
Clearwater, Florida 33764

ARTICLE VI - 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 by the By-Laws, but shall never be less than one (1). The name and address of the initial director of the corporation is as follows:

William E. Ferris
105 4th Avenue NE # 412
St Petersburg, Florida 33701

ARTICLE VII - INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is:

Michael L. Bruno
600 Bypass Drive Suite 115
Clearwater, Florida 33764

The undersigned incorporator has executed these Articles of Incorporation this 7th day of July, 1998.


Michael L. Bruno, Incorporator

Prepared By: Michael L. Bruno
PO Box 4370
Clearwater, Florida 33758
(813) 799-1040

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

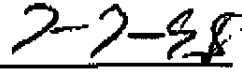
Pursuant to Florida Statutes Sections 607.0501 or 617.0501, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the Registered Office/Registered Agent, in the State of Florida.

1. The name of the corporation is:
2 BEE FAIR, INC.
2. The name and address of the registered agent and office is:
Michael L. Bruno
600 Bypass Drive Suite 115
Clearwater, Florida 33764

ACKNOWLEDGEMENT

Having been named as registered agent and to accept service of process for 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, and I am familiar with and accept the obligations of my position as registered agent.


(registered agent)


(date)

Prepared By: Michael L. Bruno
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