

P98000065034

Your Business Matters, Inc.

9211 Brady Street
Spring Hill, FL 34608

July 17, 1998

EFFECTIVE DATE

7/17/98

Division of Corporations
FL Department of State
Post Office Box 6327
Tallahassee, FL 32314

100002595391-9

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****122.50 ****122.50

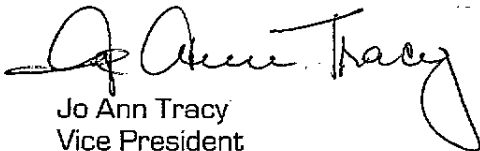
Dear Secretary of State:

Enclosed, for filing, is the original *Articles of Incorporation of YOUR BUSINESS MATTERS II, INC.*, and a photocopy of the same. Also included is a check payable to "Department of State," in the amount of \$122.50, to cover:

\$ 35.00	Filing Fee
35.00	Registered Agent Designation
52.50	Certified Copy
<u>\$ 122.50</u>	

Please return the certified copy, as filed, to my office at the address listed herein.

Thanking you, in advance,


Jo Ann Tracy
Vice President

JAT/mer
enclosures

FILED
98 JUL 22 PM 4:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Voice (352) 688-7955 ■ (352) 688-5886 Fax

T. SMITH JUL 23 1998

ARTICLES OF INCORPORATION
of
YOUR BUSINESS MATTERS II, INC.

EFFECTIVE DATE

7/17/98

I, the undersigned, hereby organize for the purpose of becoming a Corporation under the laws of the State of Florida, by and under the provisions of the statutes of the said State of Florida, providing for the formation, rights, privileges, immunities and liabilities of corporations for profit.

ARTICLE I
NAME

The name of the Corporation shall be:

YOUR BUSINESS MATTERS II, INC.

ARTICLE II
PLACE OF BUSINESS

The principal place of business of this Corporation shall be:

9211 BRADY STREET, SPRING HILL, FL 34608.

ARTICLE III
NATURE OF BUSINESS

This Corporation is organized for the purpose of transacting any or all lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes, as now exists or may hereafter be amended.

ARTICLE IV
TERM OF EXISTENCE

This Corporation shall have perpetual existence, commencing on the date of execution and acknowledgment of these articles or the earliest date allowable by the Division of Corporations, unless dissolved according to law.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE V
INITIAL REGISTERED OFFICE AND AGENT

The initial registered office of this Corporation shall be:

9211 Brady Street, Spring Hill, FL 34608.

The initial registered agent of this Corporation at such office shall be:

JO ANN TRACY

who upon accepting this designation agrees to comply with the provisions of Section 607.0501, Florida Statutes, as amended from time to time, with respect to keeping open for service of process.

ARTICLE VI
INITIAL BOARD OF DIRECTORS

The initial Board of Directors shall consist of ONE member. The number of Directors may be increased or decreased from time to time by vote of the Stockholder(s), but in no case shall the number of Directors be less than one. The name and street address of the director constituting the initial Board of Directors is as follows:

<u>NAME</u>	<u>ADDRESS</u>
JO ANN TRACY	9211 Brady Street, Spring Hill, FL 34608.

ARTICLE VII
INCORPORATORS

The name and street address of the initial subscriber signing these articles is as follows:

<u>NAME</u>	<u>ADDRESS</u>
JO ANN TRACY	9211 Brady Street, Spring Hill, FL 34608.

ARTICLE VIII

INDEMNIFICATION

The Corporation shall indemnify any Officer or Director, or any former Officer or Director, to the full extent permitted by law.

ARTICLE IX

BY-LAWS

The power to adopt, addend, amend, or repeal by-laws shall be vested in the Board of Directors and the Shareholders.

ARTICLE X

ADOPTION OF BY-LAWS

A special meeting of the subscribers or their assigns shall be held for the purpose of completing the organization of the Corporation and the adoption of the by-laws and the transaction of such other business as may come before the meeting.

ARTICLE XI

CAPITAL STOCK

This Corporation shall have the authority to issue 7,000 shares of \$1.00 par value stock, which shall be designated as "Common Stock."

ARTICLE XII

TERMS OF ISSUING STOCK

The stock of this Corporation is intended to qualify under the requirements of Section 1244 of the Internal Revenue Code and the regulations issued thereunder. Such actions as are necessary will be taken by the appropriate officers to accomplish this compliance.

ARTICLE XIII
RESTRICTIONS OF STOCK

Shares of capital stock of this Corporation shall be issued initially to the following person in the amount set opposite her name:


JO ANN TRACY	100 shares.
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Shares held by the initial Shareholder listed above may not be resold or otherwise transferred to other persons unless such shares are first offered to the remaining Shareholders or to this Corporation. The price and terms at which, and the time within which, such shares may be offered and sold shall be further specified by written agreement among all of the Shareholders and this Corporation.

ARTICLE XIV
AMENDMENT

This Corporation reserves the right to amend, addend, or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the Shareholders is subject to this reservation.

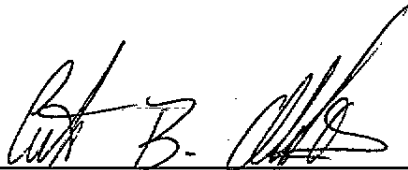
IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation of YOUR BUSINESS MATTERS II, INC., on this 17th day of July, 1998.


JO ANN TRACY

STATE OF FLORIDA
COUNTY OF HERNANDO

BEFORE ME, a Notary Public, authorized to take acknowledgments in the State and County set forth above, personally appeared JO ANN TRACY, who presented a Florida Driver's License # 7620-421-55-831-0 for identification, who did not take an oath, and who acknowledged before me that she executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal in the State and County noted above, on this 17th day of July, 1998.


NOTARY PUBLIC



Ernesto B. Alfaro
MY COMMISSION # CC757745 EXPIRES
July 8, 2002
BONDED THRU TROY FAIR INSURANCE, INC.

FILED
98 JUL 22 PM 4:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

C E R T I F I C A T E

DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICES OF PROCESS WITHIN THIS STATE NAMING AGENT UPON WHOM PROCESS MAY BE SERVED


Pursuant to the provisions of Section 607.0501, Florida Statutes, the following is submitted:

YOUR BUSINESS MATTERS II, INC.,

desiring to organize under the laws of the State of Florida with its registered office as indicated in the Articles of Incorporation at 9211 BRADY STREET, SPRING HILL, County of HERNANDO, State of FLORIDA, 34608, has accepted JO ANN TRACY, at that address, as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above named stated Corporation, at the place designated in this Certificate, I hereby agree to act in this capacity and agree to comply with the provisions of the said act related to keeping open said office.


JO ANN TRACY