

P9800084815

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 OCT -2 PM 12:27

September 14, 1998

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

700002642057--3
-09/17/98--01052--008
****122.50 ****122.50

Re: BUSINESS-ONE SERVICES, INC.
8001 N. DALE MABRY, SUITE 401-C
TAMPA, FLORIDA 33614

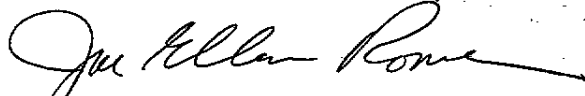
Gentlemen:

Enclosed please find the original and one copy of Articles of Incorporation, together with my check in the amount of \$122.50.

This represents the cost of Filing Fees, Certified Copy of Articles of Incorporation and Fee for Registered Agent Designation for the above named corporation which shall be effective October 1, 1998.

Very truly yours,

BUSINESS-ONE SERVICES, INC.


Joe Ellen Rowe, President

Mailing Address of the Corporation:
Street: 8001 N. Dale Mabry, Suite 401-C
City: Tampa, Florida 33607

Telephone: (813) 891-4800

789,2553,2550
W/98-2/495

D. BROWN OCT - 2 1998



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

September 21, 1998

JOE ELLEN ROWE
8001 NORTH DALE MABRY
SUITE 401-C 14
TAMPA, FL 33607

SUBJECT: BUSINESS-ONE SERVICES, INC.
Ref. Number: W98000021495

We have received your document for BUSINESS-ONE SERVICES, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must contain a registered agent with a Florida street address and a signed statement of acceptance. (i.e. I hereby am familiar with and accept the duties and responsibilities of Registered Agent.)

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) 487-6972.

Doris Brown
Document Specialist

Letter Number: 998A00047497

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 OCT -2 PM 12:27

**ARTICLES OF INCORPORATION
OF**

BUSINESS-ONE SERVICES, INC.

The undersigned incorporator hereby executes and acknowledges these Articles of Incorporation for the purpose of forming a corporation for profit in accordance with the laws of the State of Florida.

ARTICLE I

Name

The name of this corporation shall be:

BUSINESS-ONE SERVICES, INC.

ARTICLE II

Business and Purposes

The general purpose for which this corporation is organized is the transaction of any and all lawful business for which corporations may be incorporated under the General Corporation Act of the State of Florida, and any amendments thereto, and in connection therewith, this corporation shall have and may exercise any and all powers conferred from time to time by law upon corporations formed under such Act.

ARTICLE III

Capital Stock

(a) The aggregate number of shares of capital stock authorized to be issued by this corporation shall be 1000

shares of common stock with a par value of \$1.00 per share. Each share of said stock shall entitle the holder thereof to one vote at every annual or special meeting of the stockholders of this corporation. The consideration for the issuance of said shares of capital stock may be paid, in whole or in part, in cash, in other property (tangible or intangible) or in labor or services actually performed for this corporation, at a fair valuation to be fixed by the Board of Directors. When issued, all shares of stock shall be fully paid and non assessable.

(b) In the election of directors of this corporation, there shall be no cumulative voting of the stock entitled to vote at such election.

ARTICLE IV

Existence of Corporation

This corporation shall have perpetual existence.

ARTICLE V

Principal Office, Registered Office and Registered Agent

The principal office, mailing address and initial registered office of this corporation shall be located at

8001 N. DALE MABRY, Suite 401-C
Tampa, Florida 33614

ARTICLE VI

Board of Directors

The Board of Directors of this corporation shall consist of not less than one (1) nor more than six (6) members, the exact number of directors to be fixed from time to time by the shareholders. The business and affairs of this corporation shall be managed by the Board of Directors, which may exercise all such powers of this corporation and do all such lawful acts and things as are not by law directed or required to be exercised or done only by the stockholders. A quorum for the transaction of business at meetings of the directors shall be a majority of the number of directors determined from time to time to comprise the Board of Directors, and the act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the directors. Subject to the bylaws of this corporation, meetings of the directors may be held within or without the State of Florida. Directors need not be stockholders. The stockholders of this corporation may remove any director from office at any time with or without cause.

ARTICLE VII

Initial Board of Directors

The initial Board of Directors shall consist of one member, such member to hold office until his successor(s) have been duly elected and qualified. The name and street address of the initial director is:

Joe Ellen Rowe
6311 Newtown Circle B-2
Tampa, Florida 33615

ARTICLE VIII

Incorporators

The name and street address of the incorporators making these Articles of Incorporation is:

Joe Ellen Rowe
6311 Newtown Circle B-2
Tampa, Florida 33615

ARTICLE IX

Bylaws

(a) The power to adopt the bylaws of this corporation to alter, amend or repeal the bylaws, or to adopt new bylaws, shall be vested in the Board of Directors of this corporation provided, however, that any bylaw or amendment thereto as adopted by the Board of Directors may be altered, amended or repealed by vote of the stockholders entitled to vote thereon, or a new bylaw in lieu thereof may be adopted by vote of the stockholders. No bylaw which has been altered, amended or adopted by such a vote of the stockholders may be altered, amended or repealed by the vote of the directors until two years have expired since such action by vote of such stockholders.

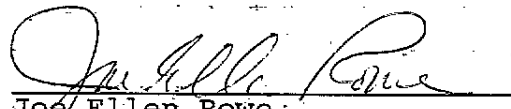
(b) The bylaws of this corporation shall be for the government of this corporation and may contain any provisions or requirements for the management or conduct of the affairs and business of this corporation, provided the same are not inconsistent with the provisions of these Articles of Incorporation, or contrary to the laws of the State of Florida or of the United States.

ARTICLE X

Amendment of Articles of Incorporation

This corporation reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation in the manner now or hereafter prescribed by statute, and all rights conferred upon the stockholders herein are subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles for the uses and purposes therein stated.

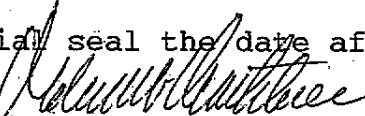

Joe Ellen Rowe

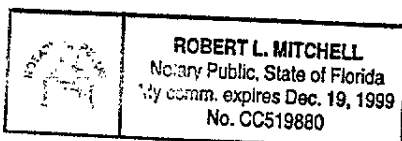
STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

BEFORE ME, the undersigned authority, on this 14 day of September, 1998 personally appeared JOE ELLEN ROWE, to me well known to be the person described in and who signed the foregoing Articles of Incorporation, and acknowledged to me that she executed the same freely and acknowledged to me that she executed the same freely and voluntarily, for the uses and purposes therein expressed.

WITNESS my hand and official seal the date aforesaid.

(SEAL)


NOTARY PUBLIC



FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 OCT -2 PM 12:28

September 30, 1998

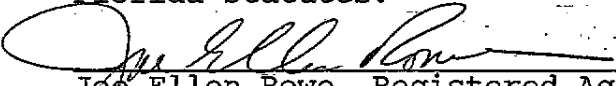
Florida Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32314

Re: Business-One Services, Inc.
Ref. Number W98000021495

Gentlemen:

Pursuant to the provisions of Sections 607.0502 and 607.1508,
Florida Statutes, the above-named corporation submits this
statement for the purpose of naming its registered agent.

I hereby accept the appointment as registered agent. I am
familiar with, and accept the obligations of, Section 607.0505,
Florida Statutes.


Joe Ellen Rowe, Registered Agent
8001 N. Dale Mabry
Suite 401-C
Tampa, Florida 33609

9-30-98
Date