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FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 OCT 28 AM 9:19

October 26, 1998

Secretary of State
P. O. Box 6327
Corporation Division
New Filing Section
Tallahassee, FL 32314

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-10/28/98--01051--002
*****70.00 *****70.00

Re: B-Square Design, Inc.

Gentlemen:

Enclosed please find an original and one copy of the Articles of Incorporation and Acceptance by Designated Registered Agent for the above-named proposed corporation. The copy of the Articles has been subscribed and acknowledged by the subscriber in the same manner as the original. Please endorse your approval of the Articles on the duplicate and return the same to me.

Also enclosed is my check in the amount of \$70.00 to cover the filing fee. Thank you

Sincerely,

Karla Benoist

Karla Benoist
3202 Pine Shadow Drive
Land O' Lakes, FL 34639

B. BROWN OCT 29 1998

ARTICLES OF INCORPORATION
OF
B-Square Design, Inc.

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The undersigned, for the purpose of forming a corporation under the Florida Business Corporation Act, does hereby adopt the following Articles of Incorporation:

ARTICLE I.
Name and Address

The name of the corporation is **B-Square Design, Inc.** The principal office is 3202 Pine Shadow Drive, Land O' Lakes, FL 34639, and the mailing address for the corporation is 3202 Pine Shadow Drive, Lake O' Lakes, FL 34639.

ARTICLE II.
Duration

The duration of the corporation is perpetual.

ARTICLE III.
Purpose

The general purposes for which the corporation is organized are the following:

A. To engage in and transact any lawful business for which corporations may be incorporated under the Florida General Corporation Act. No other purpose limits this general purpose in any way.

B. To do such other things as are incidental to the purpose of the corporation or necessary or desirable in order to accomplish them.

ARTICLE IV.
Shares

The aggregate number of shares which the corporation is authorized to issue is 1,000 shares of common stock. Such shares shall be of a single class and shall have a par value of \$1.00 per share.

ARTICLE V.
Initial Registered Office and Agent

The street address of the initial registered office of the corporation is 3202 Pine Shadow Drive, Land O' Lakes, FL 34639, and the name of its initial registered agent at that address is William Brent Benoist.

ARTICLE VI.
Initial Board of Directors

The number of directors constituting the initial board of directors is two. The number of directors may be increased or decreased from time to time in accordance with the bylaws, but shall never be less than two. The name and address of each initial director of the corporation is as follows:

WILLIAM BRENT BENOIST	3202 Pine Shadow Drive Land O' Lakes, FL 34639
KARLA BENOIST	3202 Pine Shadow Drive Land O' Lakes, FL 34639


ARTICLE VII.
Incorporator

The name and address of each incorporator is as follows: William Brent Benoist, 3202 Pine Shadow Drive, Land O' Lakes, FL 34639.

ARTICLE VIII.
Amendment

The corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment to them, and any right conferred on the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned has signed these Articles of Incorporation this 22 day of OCTOBER, 1998.


WILLIAM BRENT BENOIST

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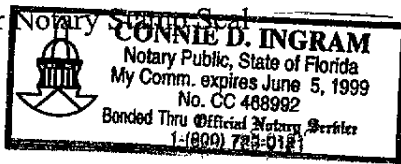
STATE OF FLORIDA)
COUNTY OF PASCO)

On this day, before me, an officer duly authorized in the State and County aforesaid to take acknowledgments, personally appeared WILLIAM BRENT BENOIST, who is personally known to me and who did not take an oath, who executed the foregoing Articles of Incorporation and acknowledged to and before me that he executed said for the purposes therein expressed.

Dated this 22nd day of Oct., 1998.

Witness my hand and official seal in the County and State last aforesaid.

Rubber



Connie D. Ingram
Notary Public

ACCEPTANCE BY DESIGNATED REGISTERED AGENT

I, the undersigned person, having been named as registered agent and to accept service of process for the above-stated corporation at the place designated in this statement, 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.

William Brent Benoist
WILLIAM BRENT BENOIST

Date: 10/22/98