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**BRANN & TURFFS, P.A.**

2055 Wood Street, Suite 206

Sarasota, FL 34237

Telephone (941) 953-9009

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**Scott R. Brann**

Also Licensed in Texas

Board Certified Personal Injury Trial Law

Texas Board of Legal Specialization

February 8, 1999

**Robert E. Turffs**

Board Certified Civil Trial Law

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

Re: BEEZ, INC.

900002771239--8  
-02/10/99--01031--014  
\*\*\*\*122.50 \*\*\*\*\*78.75

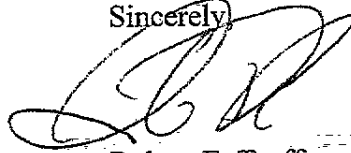
Dear Sir or Madam:

Enclosed please find the original and duplicate of Articles of Incorporation for BEEZ, INC., together with a check in the amount of \$122.50 to cover the following fees:

Filing of the Articles	\$35.00
Certified copy of the Articles	52.50
Registered Agent	35.00

Please return a certified copy of the Articles of Incorporation to the undersigned.

Sincerely,



Robert E. Turffs

sjr

Enclosures

cc: Mr. and Mrs. Lonie Buchner

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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February 12, 1999

Department of State  
Corporations Division

Attn: Barbara Brock

P.O. Box 6327

Tallahassee, Florida 32314

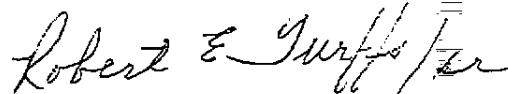
**VIA FAX @ 850-487-6804**

RE: **BEEZ, INC.**

Dear Ms. Brock:

This is to confirm that Lonie and Nancy Buchner desire to keep the name Beez, Inc. for their corporation after having been advised that there is presently a corporation by the name of Bee, Inc.

Sincerely,



Robert E. Turffs

RET/sjr

cc: Buchner

ARTICLES OF INCORPORATION

OF

BEEZ, INC.

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The undersigned incorporator, for the purpose of forming a Corporation for profit under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation:

ARTICLE I - NAME

The name of this Corporation is:

BEEZ, INC.

ARTICLE II - TERM OF EXISTENCE

This Corporation is to exist perpetually.

ARTICLE III - PURPOSES

The purposes of the Corporation are to engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV - CAPITAL STOCK

The shares of stock of this Corporation shall consist of only one class. The number of shares of stock that this Corporation is authorized to have outstanding at any one time is 100 Shares of Common Stock having a par value of \$1.00 per share.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

#### ARTICLE V - PRINCIPAL OFFICE

The principal place of business is 822 South Tamiami Trail, Osprey, Florida 34229 and mailing address of this Corporation shall be 1735 South Creek Drive, Osprey, Florida 34229.

#### ARTICLE VI - INITIAL REGISTERED AGENT AND ADDRESS

The street address of the registered office of this Corporation is 822 S. Tamiami Trail, Osprey, Florida 34229 and the registered agent at such office is Nancy Buchner:

#### ARTICLE VII - DIRECTORS

This Corporation shall have two (2) Directors initially. The number of Directors may be changed from time to time by Bylaws adopted by the Shareholders. The name and address of each member of the first Board of Directors is:

Nancy J. Buchner  
822 S. Tamiami Trail  
Osprey, FL 34229

Lonie Buchner  
822 S. Tamiami Trail  
Osprey, FL 34229

#### ARTICLE VIII - SHAREHOLDER'S PREEMPTIVE RIGHTS

The Corporation elects to have preemptive rights and each holder of common stock of this Corporation shall have the first right (subject to adjustments to avoid the issuance of fractional shares) to purchase any unissued or treasury shares of the Corporation which from time to time may be issued (whether or not presently authorized), in the ratio that the number of shares

of the common stock held at the time of the issue bear to the total number of shares of common stock outstanding. This right is waived by any holder of common stock who does not exercise it and pay for the stock preempted within thirty (30) days of his receipt of a written notice from the Corporation inviting him to exercise the right.

#### ARTICLE IX - AMENDMENT

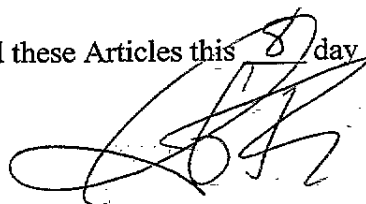
These Articles of Incorporation may be amended in certain instances by the Board of Directors as provided by statute and in certain instances by resolutions adopted by the Board of Directors, proposed by them to the Shareholders and approved at a Shareholders Meeting by a majority of the stock entitled to vote thereon.

#### ARTICLE X - INCORPORATOR

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

Robert E. Turffs, Esq.  
2055 Wood Street, Suite 206  
Sarasota, Florida 34237

The undersigned has executed these Articles this 8 day of February, 1999.

  
\_\_\_\_\_  
Robert E. Turffs  
"INCORPORATOR"

Having been named as Registered Agent and to accept service of process for at the place designated in the Articles, 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.

2/8/99  
Date

Nancy Buchner  
Nancy Buchner  
Registered Agent

FILED  
99 FEB 10 PM 2:14  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA