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March 2, 1999

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-03/04/99--01068--010  
\*\*\*\*122.50 \*\*\*\*\*78.75

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

Gentlemen:

Re: BAYOU FINANCIAL SERVICES, INC.

Enclosed herewith please find the charter for the above-captioned corporation which we request that you file in your office. Also enclosed is a copy of the same which we request that you certify and return to us.

Our check in the amount of \$122.50 is also enclosed to cover your charges as follows:

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

\$122.50

Very truly yours,

Donald R. Hall

DRH:dk  
Enclosures

FILED  
99 MAR -4 AM 9:40  
CLERK OF STATE  
TALLAHASSEE, FLORIDA

B. BROCK MAR 9 1999

FILED  
99 MAR -4 AM 9:40  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION  
OF  
BAYOU FINANCIAL SERVICES, INC.

Article I - Name

The name of this corporation is BAYOU FINANCIAL SERVICES, INC.

Article II - Principal Place of Business

The principal place of business of this corporation is 6699  
90th Avenue North, Pinellas Park, FL 33782.

Article III - Duration

This corporation shall exist for a perpetual period.

Article IV - Purpose

This corporation is organized for the purpose of transacting  
any or all lawful business for which corporations may be incor-  
porated.

Article V - Capital Stock

This corporation is authorized to issue 1,000 shares of \$1.00  
par value common stock.

Article VI - Preemptive Rights

The shareholders of the corporation shall have all preemptive  
rights to acquire unissued shares pursuant to F.S. 607.0630, as  
amended.

Article VII - Preferences, Limitations and  
Relative Rights of Shares of Capital Stock

Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding Common Shares.

Article VIII - Initial Registered Office and Agent

The street address of the initial registered office of this corporation is 6699 90th Avenue North, Pinellas Park, FL 33782, and the name of the initial registered agent of this corporation at that address is Michael J. Benedict.

Registered Agent's Acceptance:

I hereby am familiar with and accept the duties and responsibilities as Registered Agent for said corporation.

By:   
Michael J. Benedict

Article IX - Initial Board of Directors

This corporation shall have two directors initially. The number of directors may be either increased or diminished from time to time by the bylaws but shall never be less than one (1). The names and addresses of the initial directors are:

Michael J. Benedict, 6699 90th Avenue North, Pinellas Park, FL 33782.

Michael K. Newhouse, 6699 90th Avenue North, Pinellas Park, FL 33782.

Article X - Incorporator

The names and addresses of the persons signing these articles are:

Michael J. Benedict, 6699 90th Avenue North, Pinellas Park, FL 33782.

Michael K. Newhouse, 6699 90th Avenue North, Pinellas Park, FL 33782.

Article XI - Bylaws

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors and the shareholders.

Article XII - Powers

This corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act.

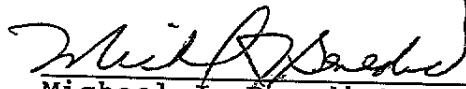
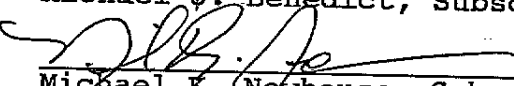
Article XIII - Indemnification

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

Article XIV - Amendment

This corporation reserves the right to amend 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 subscribers have executed these articles of incorporation this 26 day of February, 1999.


  
Michael J. Benedict, Subscriber  
  
Michael K. Newhouse, Subscriber

STATE OF FLORIDA

COUNTY OF PINELLAS

Before me, a notary public authorized to take acknowledgments in the state and county set forth above, personally appeared MICHAEL J. BENEDICT and MICHAEL K. NEWHOUSE, who are personally known to me, and they acknowledged before me that they executed those articles of incorporation freely and voluntarily.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the state and county aforesaid, this 26 day of February, 1999.

  
Notary Public  
Vicki A. Kohler  
My Commission Expires: 2/26/00



My Comm Exp. 2/26/00  
Bonded By Service Ins  
No. CC535294  
My Comm Exp. 2/26/00

FILED  
99 MAR -4 AM 9:40  
TALLAHASSEE, FLORIDA