

**CORPORATE
ACCESS,
INC.**

P99000041255

236 East 6th Avenue . Tallahassee, Florida 32303

P.O. Box 37066 (32315-7066) ~ (850) 222-2666 or (800) 969-1666. Fax (850) 222-1666

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99 MAY -6 PM 2:39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

1.) *Sembler/Treasure Tennessee, Inc.*
(CORPORATE NAME & DOCUMENT #)

2.) _____
(CORPORATE NAME & DOCUMENT #)

3.) _____
(CORPORATE NAME & DOCUMENT #)

4.) _____
(CORPORATE NAME & DOCUMENT #)

5.) _____
(CORPORATE NAME & DOCUMENT #)

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*****87.50 *****87.50

EFFECTIVE DATE
5-1-99

SPECIAL INSTRUCTIONS

"When you need ACCESS to the world"
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ajc 5/6

ARTICLES OF INCORPORATION
OF
SEMBLER/TREASURE TENNESSEE, INC.

ARTICLE I - NAME

The name of this corporation is SEMBLER/TREASURE TENNESSEE, INC.

ARTICLE II - DURATION

This Corporation shall have perpetual existence commencing on May 1, 1999

ARTICLE III - PURPOSE

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

ARTICLE IV - CAPITAL STOCK

This Corporation is authorized to issue 7,500 shares of one penny (\$.01) par value common stock, which shall be designated "Common Shares."

EFFECTIVE DATE
5-1-99

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The name and street address of the initial registered agent of this Corporation is:

Craig H. Sher
5858 Central Avenue
St. Petersburg, FL 33707

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ARTICLE VI - CORPORATE ADDRESS

The street address of the Corporation is:

5858 Central Avenue
St. Petersburg, FL 33707

ARTICLE VII - INITIAL BOARD OF DIRECTORS

The Directors are elected/appointed as set forth in Section 7, Article II of the Corporate By-Laws. This Corporation shall have six (6) Directors initially. The number of Directors may be increased or diminished from time to time by the By-Laws but shall never be less than one (1). The name and address of the initial Directors of this Corporation are:

<u>NAME</u>	<u>ADDRESS</u>
Melvin F. Sembler	5858 Central Avenue St. Petersburg, FL 33707
Gregory S. Sembler	5858 Central Avenue St. Petersburg, FL 33707
Brent W. Sembler	5858 Central Avenue St. Petersburg, FL 33707
Craig H. Sher	5858 Central Avenue St. Petersburg, FL 33707
Carlos Alfonso	5858 Central Avenue St. Petersburg, FL 33707
Richard Biseli	5858 Central Avenue St. Petersburg, FL 33707

ARTICLE VIII - BY LAWS

The By-Laws of this Corporation may be adopted, altered, amended or repealed by either the Stockholders or Directors.

ARTICLE IX - INDEMNIFICATION

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

ARTICLE X - PREEMPTIVE RIGHTS

Every stockholder, upon the sale for cash of any new stock of this Corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE XI - INCORPORATION

The name and address of the person signing these Articles is:


Craig H. Sher
5858 Central Avenue
St. Petersburg, FL33707

ARTICLE XII - AMENDMENT

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, in accordance with the provisions of the Florida General Corporation Act.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this

3rd day of May, 1999.

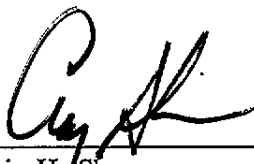


Craig H. Sher

ACCEPTANCE BY REGISTERED AGENT

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE
STATED CORPORATION, AT THE PLACE DESIGNATED IN ARTICLE V OF THESE
ARTICLES OF INCORPORATION, THE UNDERSIGNED HEREBY AGREES TO ACT IN HIS
CAPACITY, AND FURTHER AGREES TO COMPLY WITH THE PROVISIONS OF ALL
STATUTES RELATIVE TO THE PROPER AND COMPLETE DISCHARGE OF HIS DUTIES.

DATED THIS 3rd day of May, 1999.



Craig H. Sher

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