

**JAMES R.
AUFFANT P.A.**

ATTORNEY AT LAW

2514 EAST JACKSON STREET ORLANDO, FLORIDA 32803 (407) 894-4779 FAX (407) 894-4773



P99000047330

April 22, 1999.

FLORIDA DEPARTMENT OF STATE
Division of Corporation
P.O. Box 6327
Tallahassee, Florida 32314

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*****75.00 *****70.00

Mrs. Sandra B. Morthan
Secretary of State

Dear Ms. Mortham:

In order to compliance with the procedures with the Department of State; Enclosed please find a signed and notarized Article of Incorporation for Bilsofred, INC. Also included the check to cover the Incorporation fee.

Should you have any question regarding this Corporation, please contact this office at the address given above from the undersigned.

Sincerely,

James R. Auffant, Esquire

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA
MAY - 6 99

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ARTICLES OF INCORPORATION
OF
BILSOFRED, Inc.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I
NAME

The name of the corporation shall be:

BILSOFRED, Inc.

The address of the principal office of this corporation shall be: 2400 E. Washington Street, Orlando, Florida 32803, and the mailing address shall be the same.

ARTICLE II
NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, county, territory or nation.

ARTICLE III
CAPITAL STOCK

The corporation shall have the authority to issue 100 shares of common stock each with a par value of \$1.00 per share.

ARTICLE IV
ADDRESS

The street address of the initial registered office of the corporation shall be 4354 Hargrave St., Orlando, Florida

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32803, and the name of the initial registered agent of the corporation at that address is **ENID D. TORRES**.

**ARTICLE V
TERM OF EXISTENCE**

This corporation is to exist perpetually.

**ARTICLE VI
DIRECTORS**

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have one (1) Director, initially. The name and street address of the initial member of the Board of Directors are:

Enid D. Torres-President
4354 Hargrave St.
Orlando, FL 32803

Sonia Enid Torres-Vice-President
4354 Hargrave St.
Orlando, FL 32803

**ARTICLE VII
INCORPORATORS**

The names and street addresses of the incorporators to these Articles of Incorporation are:

Enid D. Torres
4354 Hargrave St.
Orlando, FL 32803

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IN WITNESS WHEREOF, the undersigned agents have hereunto
set their hands and seals, this 29th day of April, 1999.



ENID D. TORRES
President - Secretary

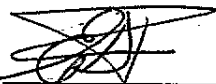


SONIA ENID TORRES
Vice-President - Treasurer

ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION

Having been named as Registered Agent and to accept
service of process for the above-stated corporation at the place
designated in this certificate, 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 am familiar with
and accept the obligations of my position as registered agent.

Dated at Orlando, Florida, this 29th day of April, 1999.

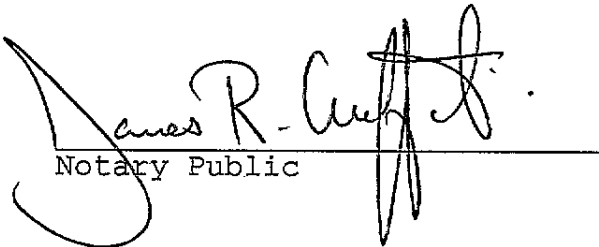


ENID D. TORRES
Registered Agent

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99 MAY 20 PM 12:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA
COUNTY OF ORANGE

On this 29th day of April, 1999, before me a Notary Public in and for the County of Orange State of Florida, personally appeared, Enid Torres and Sonia Enid Torres, as directors of Bilsofred, Inc., and that the foregoing articles of Incorporation were signed and sealed on behalf of said corporation by authority of its Board Directors and by authority of its members and that the said incorporation, by it voluntary executed.


Notary Public



JAMES R AUFFANT
My Commission CC728953
Expires May 03, 2002
Bonded by HAI
800-422-1555

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