

LAW OFFICES
FOTOPULOS & SPRIDGEON
A PARTNERSHIP OF PROFESSIONAL ASSOCIATIONS

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P99000047875
May 20, 1999

BY PRIORITY MAIL

Division of Corporations
SECRETARY OF STATE
Post Office Box 6327
Tallahassee, Florida 32314

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*****70.00 *****70.00

Re: Articles of Incorporation
BRANDON BUSINESS SERVICES, INC.

Gentlemen:

We enclose for filing the Articles of Incorporation of BRANDON BUSINESS SERVICES, INC.

We also enclose our law firm check in the amount of Seventy Dollars (\$70.00), to applied as follows:

Filing Fee	\$35.00
Registered Agent Designation	<u>\$ 35.00</u>
<u>TOTAL</u>	<u>\$70.00</u>

Thank you very much for your attention to this letter and its enclosures. If you have any questions or need any further information or documentation, please do not hesitate to contact our offices.

Very truly yours,

FOTOPULOS & SPRIDGEON


Thomas E. Fotopulos

SHARON

MAY 26 1999

TEF/pk
Enclosures

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 MAY 24 PM 1:18

**ARTICLES OF INCORPORATION
OF
BRANDON BUSINESS SERVICES, INC.**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 MAY 24 PM 1:41

ARTICLE I - NAME

The name of the Corporation is BRANDON BUSINESS SERVICES, INC. The mailing address of the Corporation is 101 American Center Place, Suite 215, Tampa, Florida 33619-4440.

ARTICLE II - DURATION

The Corporation shall have perpetual existence commencing on the date of filing these Articles of Incorporation with the Florida Secretary of State.

ARTICLE III - PURPOSE

The Corporation is organized for the purpose of transacting any and all lawful business for which corporations may be incorporated under Chapter 607 of the Florida Statutes.

ARTICLE IV - CAPITAL STOCK

The Corporation is authorized to issue 100,000 shares of capital stock with no par value, which shall be designated "Common Shares."

ARTICLE V - PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of the 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 the issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Corporation is 101 American Center Place, Suite 215, Tampa, Florida 33619-4440, and the name of the initial registered agent of the Corporation at that address is Patricia L. Kirby.

ARTICLE VII - OFFICERS AND DIRECTORS

The Corporation shall have one (1) Director constituting the initial Board of Directors. The number of Directors may be either increased or decreased from time to time by the Bylaws. The name and address of the initial officer and Director of this Corporation is:

NAME

ADDRESS

Patricia L. Kirby
[President]

101 American Center Place, Suite 215
Tampa, Florida 33619-4440

ARTICLE VIII - INCORPORATOR

The name and address of the Incorporator signing these articles is:

NAME

ADDRESS

Patricia L. Kirby

101 American Center Place, Suite 215
Tampa, Florida 33619-4440

ARTICLE IX - INDEMNIFICATION

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

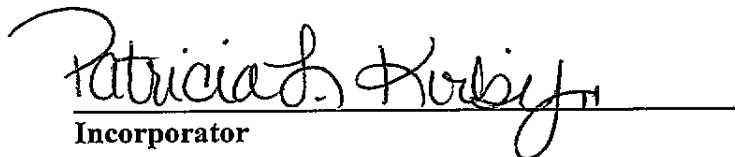
ARTICLE X - AMENDMENT

The Corporation reserves the right to amend or repeal any provision 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 subscriber has executed these Articles of Incorporation on the date of signing.

DATED: May 20, 1999

BRANDON BUSINESS SERVICES, INC.


Incorporator

ACKNOWLEDGEMENT

**STATE OF FLORIDA
COUNTY OF HILLSBOROUGH**

BEFORE ME, a Notary Public authorized to take acknowledgements in the State and County set forth above, personally appeared PATRICIA L. KIRBY, known to be and known by me to be the person who executed the foregoing Articles of Incorporation, and who acknowledged before me that she executed the same for the purposes therein expressed. PATRICIA L. KIRBY is personally known to me, and she did take an oath.

IN WITNESS WHEREOF, I have hereunto set my hand and seal in the State and County last aforesaid, this 20th day of May, 1999.



**Nancy Love Diamond
MY COMMISSION # CC525838 EXPIRES
May 5, 2000
BONDED THRU TROY PAIR INSURANCE, INC.**

Nancy L. Diamond
Notary Public, State of Florida


Nancy L. Diamond
Printed Name

**CERTIFICATE DESIGNATING PLACE AND NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED**

In compliance with Section 48.091, Florida Statutes, the following is submitted:

PATRICIA L. KIRBY, the Incorporator of the aforementioned corporation, desiring to organize or qualify under the laws of the State of Florida, has named PATRICIA L. KIRBY, 101 American Center Place, Suite 215, Tampa, Florida 33619-4440, as the corporation's agent to accept service of process within Florida.

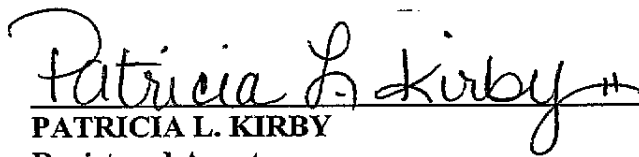
DATED: May 20, 1999


PATRICIA L. KIRBY

ACCEPTANCE OF DESIGNATION BY REGISTERED AGENT

Having been named to accept service of process for the above stated corporation at the place designated in the Articles, I hereby agree to act in this capacity, and I further agree to comply with the provisions of the Florida Statutes relative to the proper performance of my duties.

DATED: May 20, 1999


PATRICIA L. KIRBY
Registered Agent

**FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 MAY 24 PM 1:41**