

BEVERLY M. DALY
13620 Lake Magdalene Boulevard, #104
Tampa, Florida 33618

July 19, 1999

000002937980--7
-07/21/99--01081--015
*****87.50 *****87.50

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

Re: B S & Associates, Inc.

Ladies/Gentlemen:

Enclosed are an original and one (1) copy of the Articles of Incorporation regarding the above-referenced corporation. A check in the amount of \$87.50 is also enclosed to cover the required filing fees and the copies requested below.

After recording, please forward the Certificate of Status and certified Articles of Incorporation to me at the above address.

Thank you for your kind attention to this matter.

Very truly yours,

Beverly M. Daly

Beverly M. Daly

incorp.ltr
Enclosures

FILED
AUG 18 PM 5:15
SECRETARY OF STATE
TALLAHASSEE FLORIDA

[Handwritten signature]

*499-17369
N/A*



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

July 28, 1999

BEVERLY M. DALY
13620 LAKE MAGDALENE BOULEVARD
#104
TAMPA, FL 33618

SUBJECT: B S & ASSOCIATES, INC.
Ref. Number: W99000017369

We have received your document for B S & ASSOCIATES, INC.. However, the document has not been filed and is being returned for the following:

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6934.

Loria Poole
Corporate Specialist

Letter Number: 199A00038354

mailed 8/3/99



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

August 6, 1999

BEVERLY M. DALY
13620 LAKE MAGDALENE BOULEVARD
#104
TAMPA, FL 33618

SUBJECT: B S ENTERPRISES, INC.
Ref. Number: W99000017369

We have received your document for B S ENTERPRISES, INC.. However, the document has not been filed and is being returned for the following:

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6934.

Loria Poole
Corporate Specialist

Letter Number: 299A00039853

ARTICLES OF INCORPORATION
OF
B S & ASSOCIATES OF TAMPA, INC.

ARTICLE I - NAME

The name of this Corporation is:

B S & ASSOCIATES OF TAMPA, INC.

ARTICLE II - DURATION

The duration of the Corporation shall be perpetual.

ARTICLE III - PURPOSE

The Corporation is formed for the purpose of operating and transacting any and all lawful business.

ARTICLE IV - CAPITAL STOCK

This Corporation is authorized to issue 700 shares of \$.01 per share par value common stock, which shall be designated "Common Shares".

Authorized capital stock may be paid for in cash, services, or property, at a just value to be fixed by the Board of Directors of this Corporation at any regular or special meeting.

ARTICLE V - PRINCIPAL OFFICE

The principal office or mailing address of the Corporation is:

13620 Lake Magdalene Boulevard, No. 104, Tampa, Florida 33618

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

A. The street address of the initial registered office of this Corporation is:

No. 104
13620 Lake Magdalene Boulevard, Tampa, Florida 33618

FILED
99 AUG 18 PM 5:15
SECRETARY OF STATE
TALLAHASSEE FLORIDA

B. The name of the initial Registered Agent of this Corporation at such address is:

Beverly M. Daly

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This Corporation shall have two (2) 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.

The name and address of the initial Directors of this Corporation are:

Beverly M. Daly and Edward R. Sandefer

ARTICLE VIII - INCORPORATOR

A. The name of the person signing these Articles is:

Beverly M. Daly

B. The address of the person signing these Articles of Incorporation is:

13620 Lake Magdalene Boulevard, No. 104, Tampa, Florida 33618

ARTICLE IX - BYLAWS

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors and the Shareholders. Every Amendment shall be approved by the Board of Directors, proposed by them to the Shareholders, and approved at a Shareholder's meeting by a majority of the stock entitled to vote thereon, unless all Directors and all the Shareholders stock sign a written statement manifesting their intention that a certain Amendment of these Articles of Incorporation be made.

ARTICLE X - CALLING OF SPECIAL MEETING

Special meetings of Shareholders may be called by the President, the Secretary, a majority of the Shareholders, the Board of Directors of this Corporation or a designee of any of the same.

ARTICLE XI - REMOVAL OF DIRECTORS

A fifty-one percent (51%) interest of the Shareholders of the stock of this Corporation shall be entitled to remove any Director from office with or without cause during his term.

ARTICLE XII - INTERESTED DIRECTORS CONTRACTS

No contract or other transaction between the Corporation and one or more of its Directors or any other Corporation, firm, association, or entity in which one or more of its Directors or officers are financially interested shall be either void or voidable because of such relationship or interest or because such Director or Directors are present at the meeting of the board of Directors or a committee thereof which authorizes, approves, or ratifies such contract or transaction or because his or their votes are counted for such purposes, if:

a. The fact of such relationship or interest is disclosed or known to the Board of Directors or committee which authorizes, approves, or ratifies the contract or transaction by a vote or consent sufficient for the purpose without counting the votes or consents of such interested directors; or

b. The fact of such relationship or interest is disclosed or known to the Shareholders entitled to vote and they authorize, approve, or ratify such contract or transaction by vote or written consent; or

c. The contract or transaction is fair and reasonable as to the Corporation at the time it is authorized by the board, a committee, or the Shareholders.

ARTICLE XIII - EXTRAORDINARY ACTION

The affirmative vote of fifty-one percent (51%) of the common stock of the Corporation represented at a meeting at which a quorum is present, shall be required to amend these articles so as to increase or decrease the authorized number of, or change the designations, preferences, qualifications, limitations, restrictions, or special or relative rights of any of the various classes of shares; or to merge or consolidate the Corporation with or into any other Corporation or sell, lease, or convey all or substantially all of the assets of the Corporation, or voluntarily to dissolve, liquidate, or wind up its affairs.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 19 day of July, 1999.


Beverly M. Daly

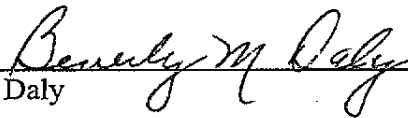
COUNTY OF HILLSBOROUGH

Ana Jai Wager
Notary Public

(Serial Number, if any)

ACKNOWLEDGMENT OF RESIDENT AGENT

Having been named to accept service of process for B S & Associates, Inc. at the place designated in the foregoing Articles of Incorporation, I hereby accept to act in such capacity, and agree to comply with the provisions of Section 48.04, *Florida Statutes*, relative to keeping open said office.


Beverly M. Daly

FILED
99 AUG 18 PM 5:15
SECRETARY OF STATE
TALLAHASSEE FLORIDA