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ACCOUNT NO. : 072100000032

REFERENCE : 207735 1299A

AUTHORIZATION :

COST LIMIT : \$ PREPAID

ORDER DATE : January 2, 1997

ORDER TIME : 10:24 AM

ORDER NO. : 207735-005

CUSTOMER NO: 1299A

CUSTOMER: Robert D. Hart, Jr., Esq
CLARK PARTINGTON HART LARRY
BOND STACKHOUSE & STONE
P. O. Box 13010

Pensacola, FL 32591-3010

FILED
97 JAN -2 PM 2:07
SECRET
FILE
TALLAHASSEE, FLORIDA

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-01/02/97--01055--005
***122.50 ***122.50

DOMESTIC FILING

NAME: B & E HOLDINGS, INC. ^{OF NORTHWEST FLORIDA, INC.}

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Lynne Roberts

EXAMINER'S INITIALS: _____

W97-114
KR 1.3
1-6-97

97 JAN 2 1997
PROCESSED



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

January 3, 1997

CSC NETWORKS
1201 HAYS STREET
TALLAHASSEE, FL 32301-2607

SUBJECT: B & E HOLDINGS, INC.
Ref. Number: W97000000114

RESUBMIT

Please give original
submission date as file date.

We have received your document for B & E HOLDINGS, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The entity name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an administratively dissolved entity. Names of administratively dissolved entities are not available for one year from the date of administrative dissolution unless the dissolved entity provides the Department of State with a notarized affidavit executed as required by section 607.0120, 617.01201, 608.5135 or 608.4482 Florida Statutes, permitting the immediate assumption or use of the name by another entity.

Simply adding "of Florida" or "Florida" to the end of a name does not constitute a difference.

When the document is resubmitted, please return a copy of this letter to ensure proper handling.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

Please return 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 (904) 487-6932.

Kimberly Rolfe
Document Specialist

Letter Number: 897A0000023

RECEIVED
97 JAN -6 PM 12:08
DIVISION OF CORPORATIONS

ARTICLES OF INCORPORATION
OF

FILED
97 JAN -2 PM 2:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

EFFECTIVE DATE
1-1-97

B & E HOLDINGS OF NORTHWEST FLORIDA, INC.

The undersigned incorporators, William L. Watson III and Edward M. Gray, III, natural persons competent to contract, hereby present these Articles of Incorporation for the formation of a corporation under the provisions of Chapter 607, Florida Statutes.

ARTICLE I - NAME

The name of this corporation is B & E HOLDINGS OF NORTHWEST FLORIDA, INC.

ARTICLE II - PRINCIPAL OFFICE

The address of the principal office of the corporation is 92 Chanteclair Circle, Gulf Breeze, Florida 32561.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any and all lawful business under the laws of the State of Florida and the laws of the United States.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue Five Hundred (500) shares of \$1.00 par value common stock.

ARTICLE V - TERM OF EXISTENCE

This corporation shall have perpetual existence.

ARTICLE VI - RESTRICTIONS ON TRANSFER OF STOCK

Unless waived by written agreement among this corporation and its shareholders, shares held by persons receiving shares in the initial issue of stock in this corporation may

not be resold to other persons unless such shares are first offered to this corporation, and, if not so purchased, then to the other shareholders at the price and terms identical to the proposed sale to a third person. The restrictions contained in this Article VI may be modified by a separate written agreement among the corporation and the shareholders receiving shares in the initial issuance of stock of the corporation.

ARTICLE VII - INITIAL REGISTERED OFFICE AND AGENT

The address of the initial registered office of this corporation shall be 92 Chanteclair Circle, Gulf Breeze, Florida 32561, and the name of the initial registered agent of this corporation at that address is Edward M. Gray, III.

ARTICLE VIII - 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 of the corporation, but shall never be less than two (2). The name and address of the initial directors of this corporation are:

William L. Watson III
4415 Devereux Drive
Pensacola, Florida 32504

Edward M. Gray, III
92 Chanteclair Circle
Gulf Breeze, Florida 32561

ARTICLE IX - INCORPORATORS

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

William L. Watson III
4415 Devereux Drive
Pensacola, Florida 32504

Edward M. Gray, III
92 Chanteclair Circle
Gulf Breeze, Florida 32561

ARTICLE X - COMMENCEMENT OF CORPORATE EXISTENCE

The date for commencement of this corporation's existence shall be the 1st day of January, 1997.


ARTICLE XI - 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 incorporator has executed these Articles of Incorporation on the 31st day of December, 1996.

INCORPORATORS:


WILLIAM L. WATSON III


EDWARD M. GRAY, III

REGISTERED AGENT ACCEPTANCE

I do hereby accept the foregoing designation as registered agent of B & E
OF NORTHWEST FLORIDA
HOLDINGS, INC. Further, I am familiar with and accept the duties and obligations of
such designation.

Edward Gray III

EDWARD M. GRAY, III

FILED
97 JAN -2 PM 2:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA