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June 15, 1998

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

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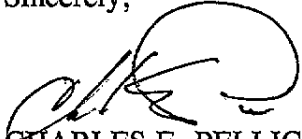
Re: B & B Brokers, Inc.

Gentlemen:

Enclosed please find the original Articles of Incorporation for B & B Brokers, Inc., St. Augustine, Florida, and our trust check # 9551 in the amount of \$122.50.

Please file the articles and forward the certificate of incorporation along with certified copies to our office. Thank you for your kind attention to this matter.

Sincerely,


CHARLES E. PELLICER

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

CEP/skr

Enclosures

Charles - _____ GAVE
AUTHORIZATION BY PHONE TO
CORRECT h/a Address
DATE 6-18-98
DOR EXAM nem

**ARTICLES OF INCORPORATION
OF**

B & B BROKERS, INC.

The undersigned, acting hereby as Incorporator for the purpose of becoming a corporation under the laws of the State of Florida, by and under the provisions of the status of the State of Florida, providing for the formation, liabilities, rights, privileges and immunities of a corporation for profit, pursuant to Chapter 607, Florida Statutes, and other applicable law, do hereby adopt the following Articles of Incorporation:

ARTICLE I

Name

The name of this corporation shall be B & B BROKERS, INC.

ARTICLE II

Address and Registered Office

The street address of the principal place of business of this corporation is hereby designated to be 1156 Salt Creek Drive, Ponte Vedra Beach, Florida 32082, and the and the registered office of this corporation is hereby designated to be 28 Cordova Street, St. Augustine, Florida 32084. The principal place of business and registered office may be changed in accordance with the By-Laws of the corporation or by appropriate action of the Board of Directors. The initial Registered Agent of this corporation whose business office is the same as the registered office is hereby designated to be CHARLES E. PELLICER.

ARTICLE III

Nature of Business

The corporation may transact any and all lawful business for which corporation may be

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incorporated under the Florida General Corporation Act.

ARTICLE IV

By-Laws

The corporation may in its by-laws make any other provisions or requirements for the management or conduct of the business of the corporation, provided the same is not inconsistent with the provisions of this certificate, or contrary to the laws of this State or of the United States provisions or requirements for the management or conduct of the business of the corporation, provided the same is not inconsistent with the provisions of this certificate, or contrary to the laws of this State or of the United States.

ARTICLE V

Initial Stock

The aggregate number of shares which this corporation has authority to issue is 1,000 all of which shall be common shares with par value of ONE DOLLAR (\$1.00) per share.

ARTICLE VI

Capital

The amount of capital with which this corporation shall commence business shall be ONE HUNDRED AND NO/100 (\$100.00) DOLLARS.

ARTICLE VII

Term of Existence

This corporation shall have a perpetual existence unless sooner dissolved according to law.

ARTICLE VIII

Directors

This corporation shall initially have 1 director. The number of directors may be increased

from time to time in accordance with the provisions of the corporation by-laws adopted by the stockholders. The name and address of this Director is:

<u>NAME</u>	<u>ADDRESS</u>
William Estberg	1156 Salt Creek Drive Ponte Vedra Beach, Florida 32082

ARTICLE IX

Officers

This corporation may have one or more officers. The officers of this corporation need not be stockholders.

ARTICLE X

Initial Officers

The name and post office address of the officer who shall hold office for the first year of the existence of the corporation or until his successors are elected or appointed and have qualified is:

<u>NAME</u>	<u>ADDRESS</u>
William Estberg	1156 Salt Creek Drive Ponte Vedra Beach, Florida 32082

ARTICLE XI

Incorporators

The name and address of the incorporator is: CHARLES E. PELLICER, located at 28 Cordova Street, P.O. Drawer 2230, St. Augustine 32085 to be his free act and deed, for the uses and purposes therein set forth.

ARTICLE XII

Amendment

These Articles of Incorporation may be amended in the manner provided by law.

IN WITNESS WHEREOF, the undersigned has made and subscribed to the foregoing Articles of Incorporation on this 15th day of June, 1998.

6-15-98
DATE:

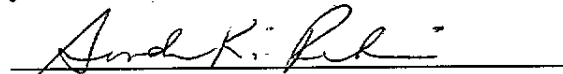

CHARLES E. PELLICER, Incorporator

STATE OF FLORIDA
COUNTY OF ST. JOHNS

I, the undersigned, an officer authorized to administer oaths and take acknowledgments in and for the State of Florida, do hereby certify that on the 15th day of June, 1998, personally came before me, CHARLES E. PELLICER, and signed the foregoing Article of Incorporation, and acknowledged to and before me that he executed the same as his free act and deed, for the uses and purposes therein set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at St. Augustine, St. Johns County, Florida, the day and year aforesaid.

Personally known
 Produced ID:


NAME:
Notary Public
State of Florida at Large



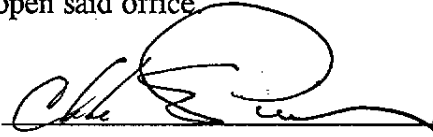
**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING
AGENT UPON WHOM PROCESS MAY BE SERVED**

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

FIRST - That **B & B Brokers, Inc.** desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation, at City of St. Augustine, County of St. Johns, State of Florida, has named CHARLES E. PELLICER, located at 28 Cordova Street, _____, St. Augustine 32084, as its agent to accept service of process within this state.

ACKNOWLEDGMENT

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.



CHARLES E. PELLICER
Registered Agent

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