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TRANSMITTAL LETTER

TO: QUALIFICATION/TAX LIEN SECTION
DIVISION OF CORPORATIONS

SUBJECT: B B & P of Orlando, Inc.
(Name of corporation - must include suffix)

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida", "Certificate of Existence", and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

D. Romanucci, Esq.

(Name of Person)

(Firm/Company)

P.O. Box 1035

(Address)

Latham, NY 12110

(City, State and Zip Code)

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

W98-214

Should you need to call someone concerning this matter, please call:

Demostene Romanucci at (518) 783-5611
(Name of Person) Area Code & Daytime Telephone Number

COURIER ADDRESS:

Qualification/Tax Lien Sec.
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:

Qualification/Tax Lien Sec.
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

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DIVISION OF CORPORATIONS
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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

January 6, 1998

D. ROMANUCCI
PO BOX 1035
LATHAM, NY 12110

SUBJECT: BB&P OF ORLANDO, INC.
Ref. Number: W9800000214

We have received your document for BB&P OF ORLANDO, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The date first transacted business in Florida within the meaning of s. 607.1501 or 608.501, F.S., must be set forth in section 6 of the application. If the corporation/limited liability company has not yet transacted business in Florida within this meaning, please insert the words "upon qualification" in lieu of a date. (Note: Pursuant to s. 607.1502(4), F.S., this office collects a civil penalty of \$1000 for each year other than the application filing year, that a foreign corporation or limited liability company transacts business in this state without authority along with the past annual report fees due this office.)

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 (850) 487-6097.

Michael Mays
Document Specialist

Letter Number: 398A00000411

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**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO
TRANSACTION BUSINESS IN FLORIDA**

**IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS
SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACTION BUSINESS IN THE
STATE OF FLORIDA:**

1. BB&P of Orlando, Inc.
(Name of corporation: must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)

2. NEW YORK 3. 14-1799628
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. 10/30/97 5. Perpetual
(Date of Incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. Upon Qualification
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.155, F.S.)

7. 55 S. Manning Blvd.
Albany, NY 12203
(Current mailing address)

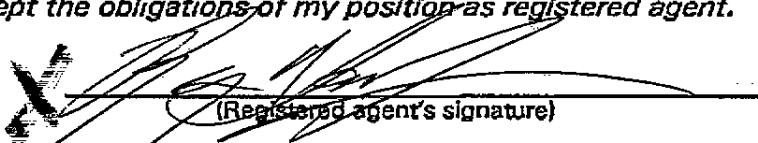
8. Any lawful act or activity that a corporation may be organized for
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)

9. Name and street address of Florida registered agent:

Name: Barry Hamerling
Office Address: 4976 Bocaire Blvd.
Boca Raton, FL 33487, Florida, _____
(Zip Code)

10. Registered agent's acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, 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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


(Registered agent's signature)

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

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12. Names and addresses of officers and/or directors: (Street address ONLY- P. O. Box NOT acceptable)

A. DIRECTORS (Street address only- P. O. Box NOT acceptable)

Chairman: William Joynt

Address: 55 S. Manning Blvd.
Albany, NY 12203

Vice Chairman: _____

Address: _____

Director: Barry Hamerling

Address: 4976 Bokaire Blvd.
Boca Raton, FL 33487

Director: Peter Rosenfeld

Address: 100 Appletree Ln.
Clifton Park, NY 12065

B. OFFICERS (Street address only- P. O. Box NOT acceptable)

President: William Joynt

Address: See above

Vice President: Barry Hamerling

Address: See above

Secretary: Peter Rosenfeld

Address: See above

Treasurer: Peter Rosenfeld

Address: See Above

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. X William Joynt
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

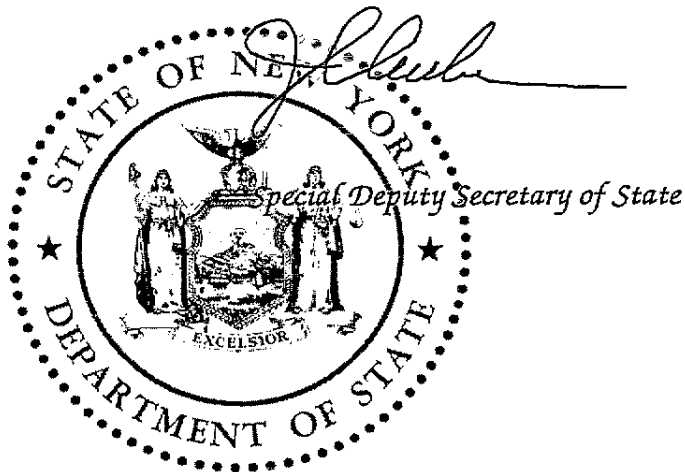
14. William Joynt, President
(Typed or printed name and capacity of person signing application)

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State of New York | **ss:**
Department of State

I hereby certify, that the certificate of incorporation of B B & P OF ORLANDO, INC. was filed on 10/30/1997, with perpetual duration, and that a diligent examination has been made of the index of corporation papers filed in this Department for a certificate, order, or record of a dissolution, and upon such examination, no such certificate, order or record has been found, and that so far as indicated by the records of this Department, such corporation is a subsisting corporation.

*Witness my hand and the official seal
of the Department of State at the City
of Albany, this 19th day of December
one thousand nine hundred and
ninety-seven.*



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