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December 27, 1999

Florida Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

VIA: Federal Express 807035126060

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*****78.75 *****78.75

Re: **B & B INDUSTRIES, INC.**
Articles of Incorporation

Gentlemen:

Please find enclosed the original plus one copy of Articles of Incorporation for the above-referenced corporation, together with a check in the amount of \$78.75, to cover costs as follows:

Filing fee	35.00
Certified copy of Articles	35.00
Designation of Registered Agent	<u>8.75</u>
	\$ 78.75

FILED
99 DEC 28 PM 2:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Please file these Articles of Incorporation at your earliest possible convenience and return the certified copy to me in the preaddressed, stamped envelope provided.

Your prompt assistance is very much appreciated.

Very truly yours,

NORD L. JOHNSON, P.A.

By: 

Nord L. Johnson, Esq.

NLJ/cp
enclosures

FILED

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

of

B & B INDUSTRIES, INC.

THE UNDERSIGNED, for the purpose of forming a corporation under the Florida General Corporation Act hereby adopt the following Articles of Incorporation.

ARTICLE I - NAME

The name of this corporation is:

B & B INDUSTRIES, INC.

ARTICLE II - DURATION

The term of the existence of the corporation is perpetual.

ARTICLE III - PURPOSE

This corporation may transact any and all lawful business for which corporations may be incorporated under the Florida General Corporation Act.

ARTICLE IV - CAPITAL STOCK

The total number of shares of stock that this corporation is authorized to have outstanding at any one time is TEN THOUSAND (10,000) shares of common stock, of a single class, having a nominal or par value of TEN CENTS (.10) per share).

ARTICLE V - PREEMPTIVE RIGHT GRANTED

Each shareholder of any class of stock of this corporation shall be entitled to full preemptive rights to purchase any unissued or treasury shares of the corporation and any securities of the corporation convertible into or carrying a right to subscribe to or acquire shares of any such unissued or treasury shares.

ARTICLE VI - REGISTERED OFFICE

The address of the principal office and the initial registered office of the corporation is 1310 S. Volusia Avenue, Orange City, Volusia County, State of Florida, 32763. The initial registered agent of the corporation and the Registered Agent's address is:

NORD L. JOHNSON, Registered Agent
105 E. Church Street
DeLand, Florida 32724

ARTICLE VII

The business of the corporation and the conduct of its affairs shall be managed by its common shareholders and this provision shall be binding upon all common shareholders and this provision shall be binding upon all common shareholders, its transferees, and assigns, and shall be valid only so long as its shares are not listed on the National Security Exchange or regularly quoted in an over the counter market.

ARTICLE VIII

The names and street addresses of the initial shareholders of the corporation, all of whom are of full age and citizens of the United States are, as follows:

<u>NAME</u>	<u>STREET ADDRESS</u>
GARY E. BORCK	Box 157 852 Saxon Blvd., Suite 29 Orange City, FL 32763
DEBRRA DAWN BORCK	Box 157 852 Saxon Blvd., Suite 29 Orange City, FL 32763

ARTICLE IX - OFFICERS

The principal officers of this corporation shall be a President and Vice President/Secretary-Treasurer. Additional officers and agents may be appointed or elected as provided by the By-Laws. The names, titles and addresses of the first officers of the corporation who shall hold office subject to the provisions of the Articles of Incorporation, the By-Laws of the corporation, and the laws of the State of Florida, for the first year of the corporation's existence, or until their successors are elected or appointed and have qualified are as follows:

<u>NAME /ADDRESS</u>	<u>OFFICE</u>
Gary E. Borck Box 157 852 Saxon Blvd., Suite 29 Orange City, FL 32763	President
Debrra Dawn Borck Box 157 852 Saxon Blvd., Suite 29 Orange City, FL 32763	Vice President/Secretary-Treasurer

ARTICLE X

The names and addresses of each person signing these Articles of Incorporation as a subscriber are as follows:

GARY E. BORCK

Box 157
852 Saxon Blvd., Suite 29
Orange City, FL 32763

DEBRRA DAWN BORCK

Box 157
852 Saxon Blvd., Suite 29
Orange City, FL 32763

ARTICLE XI

Amendment to these Articles of Incorporation may be made in the manner provided by law and approved at a shareholders meeting by a majority of the stock entitled to vote thereon, unless all shareholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, We, the undersigned subscribers have hereunto set our hands and seals to the above Articles of Incorporation this 23RD day of December 1999, to be effective upon the date of filing.


GARY E. BORCK


DEBRRA DAWN BORCK

STATE OF New Hampshire
COUNTY OF Rockingham

The foregoing ARTICLES OF INCORPORATION were acknowledged before me this 23rd day of December, 1999, by **GARY E. BORCK**, who is personally known to me to be the person described as a shareholder and/or incorporator in the foregoing Articles of Incorporation and he acknowledged before me that he executed same, and he did not take an oath.

Katharine L. Wormhood
NOTARY PUBLIC

(Signature)

KATHARINE L. WORMHOOD
Notary Public - New Hampshire
My Commission Expires May 13, 2003

(Typed or printed name, or by Stamp)

Expiration Date: _____

Commission No.(if any): _____

STATE OF New Hampshire
COUNTY OF Rockingham

The foregoing ARTICLES OF INCORPORATION were acknowledged before me this 23rd day of December, 1999, by **DEBRRA DAWN BORCK**, who is personally known to me to be the person described as a shareholder and/or incorporator in the foregoing Articles of Incorporation and he acknowledged before me that he executed same, and he did not take an oath.

Katharine L. Wormhood
NOTARY PUBLIC

(Signature)

KATHARINE L. WORMHOOD
Notary Public - New Hampshire
My Commission Expires May 13, 2003

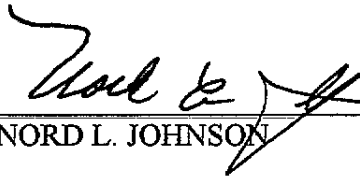
(Typed or printed name, or by Stamp)

Expiration Date: _____

Commission No.(if any): _____

ACCEPTANCE BY REGISTERED AGENT

I, **NORD L. JOHNSON**, the undersigned, do hereby accept the appointment of registered agent of **B & B INDUSTRIES, INC.** I am familiar with, and accept the obligations of Florida Statutes 607.325.



NORD L. JOHNSON

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA