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MICHAEL A. SIEFERT, P.A.

ATTORNEY AT LAW
606 SE THIRD AVENUE
OCALA, FLORIDA 34471
TELEPHONE: (352)732-0141
TELEFAX: (352)732-4295

FILED
99 DEC 28 PM 1:15
SECRETARY
TALLAHASSEE

December 23, 1999

State of Florida
Corporate Record Bureau
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

EFFECTIVE DATE
1-1-00

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-12/28/99--01005--012
*****122.50 *****78.75

RE: B AND D ENTERPRISES OF CLEARWATER, INC.

Dear Sir/Madam:

Enclosed are the Articles of Incorporation for the above corporation, together with our trust account check for \$122.50 to cover the following:

Filing Fee	\$70.00
Certified Copy	<u>\$52.50</u>
Total	<u>\$122.50</u>

Please send a certified copy to me at your earliest convenience.

Thank you for your prompt services in this regard. Should you have any questions, feel free to contact me at the above number.

Sincerely,

MICHAEL A. SIEFERT

MAS:jfs
Enclosures

Michael A. Siefert
GAVE
AUTHORIZATION BY PHONE TO
CORRECT Art. I
DATE 1-7-00
DOC. EXAM W.C.

1-7
100

EFFECTIVE DATE

1-1-00

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION OF

B AND D ENTERPRISES OF CLEARWATER, INC.

1. The name of this Corporation is B AND D ENTERPRISES OF CLEARWATER, INC.
2. The general nature of the business to be transacted by this Corporation is to engage in any and all business permitted under the laws of the State of Florida.
3. The maximum number of shares of stock that this Corporation is authorized to issue and have outstanding at any one time is 100 shares of common stock, having a par value of \$1.00 per share.
4. This Corporation shall have perpetual existence. In accordance with Fla. Stat. § 607.0203, the date when corporate existence shall commence is January 1, 2000.
5. The Registered Agent and the street address of the initial registered agent of this corporation in the State of Florida shall be: DONN W. GRONBECK, 112 W. Grapefruit Circle, Clearwater, FL 33759, who by signature herein is accepting designation as Resident Agent.
6. The initial stockholders will be as follows:

BRENDA A. BLEVINS	100 shares
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Shares held by each shareholder may not be sold or otherwise transferred to other persons or other entities, except as follows: a) sold back to the corporation at a price agreed to between the seller and the remaining shareholders, or if no price is found agreeable then at a price as determined by an independent appraiser; or b) devised by will to either a surviving spouse, descendant or other member of the immediate household at time of death; or c) to any third party after written consent to such conveyance by a majority vote of the remaining shares of stock. The price, terms, and other provisions regarding this restriction may be specified by written agreement among the shareholders, which agreement may expand this Article. No share shall be conveyed, split, transferred, or given by testamentary devise or otherwise, if such action would violate the federal prescriptions for an S corporation, as provided by law in effect at the time of proposed action.

7. The initial offices and officers shall be as follows:

BRENDA A. BLEVINS	President
DONN W. GRONBECK	Vice-President
BRENDA A. BLEVINS	Secretary-Treasurer
8. The business of this corporation shall be managed by the stockholders of the corporation, rather than by a Board of Directors.

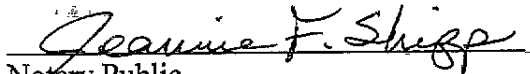
9. The corporation may indemnify any officer or employee, or any former officer or employee, to the full extent permitted by law.
10. The name and principal street address of the person signing these Articles of Incorporation as the incorporator is: BRENDA A. BLEVINS, 112 W. Grapefruit Circle, Clearwater, FL 33759.
11. 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, by a simple majority vote of the outstanding shares of stock.
12. The principal place of business shall be 112 W. Grapefruit Circle, Clearwater, FL 33759.
13. Both the President and the Vice President, acting in their sole capacity, have the authority to sign contracts, checks, receipts and otherwise conduct business on behalf of the corporation.

IN WITNESS WHEREOF, the undersigned, as Incorporator, has executed the foregoing Articles of Incorporation on this 29 day of September, 1999.


(BRENDA A. BLEVINS, Incorporator)

STATE OF FLORIDA
COUNTY OF Marion

The foregoing instrument was acknowledged before me this 29th day of September, 1999, by BRENDA A. BLEVINS, as Incorporator, of B AND D ENTERPRISES OF CLEARWATER, INC. a Florida Corporation, on behalf of the corporation. He/She is personally known to me or has produced Florida driver license as identification.


Notary Public
State of Florida at Large (SEAL)

My Commission Expires:

 JEANNIE F. SHIPP
COMMISSION # CC 655755
EXPIRES JUL 7, 2001
BONDED THRU
ATLANTIC BONDING CO., INC.

DESIGNATION AND ACCEPTANCE OF REGISTERED AGENT

I, DONN W. GRONBECK, hereby accept the position of Registered Agent for
B AND D ENTERPRISES OF CLEARWATER, INC.


DONN W. GRONBECK, Registered Agent

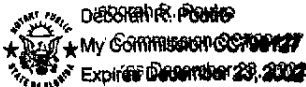
STATE OF FLORIDA
COUNTY OF Pine Hills

The foregoing instrument was acknowledged before me this 7th day of October,
1999, by DONN W. GRONBECK, who is personally known to me or has produced Florida driver
license as identification, and who did take an oath. FDLG-651179492450
not



Notary Public
State of Florida at Large (SEAL)

My Commission Expires:



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99 DEC 28 PM 1:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA