

P00000019754

BENNETT, LOGUE & BENNETT

ATTORNEYS AT LAW
POST OFFICE BOX 2422 (32402-2422)
112 EAST THIRD COURT
PANAMA CITY, FLORIDA 32401
Telephone (850) 763-4671
Telecopier (850) 784-3915

JULIAN BENNETT
DERRICK BENNETT

DAYTON LOGUE, OF COUNSEL

Beach Office
15238 Front Beach Road
Panama City Beach, Florida 32413
(850) 236-9000

February 15, 2000

Certified Mail No. P 403 803 726

Return Receipt Requested

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

500003137895--8
-02/16/00-01089-002
*****78.75 *****78.75


Re: B & W, Inc.

Gentlemen:

Enclosed please find the original and one copy of the Articles of Incorporation, the original Designation of Registered Agent, together with our filing fee check in the amount of \$78.75, for filing with your office on the above-referenced corporation. Please return a certified copy of the Articles to me upon filing.

Thank you for your attention to this matter.

Sincerely,


Derrick Bennett

DB:hvs

Enclosures as stated.

FILED
00 FEB 24 AM 8:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

W-4650
gjc/21



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

February 21, 2000

DERRICK BENNETT
BENNETT, LOGUE & BENNETT
P.O. BOX 2422
PANAMA CITY, FL 32402-2422

SUBJECT: B & W, INC.
Ref. Number: W00000004650

We have received your document for B & W, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

Adding "of Florida" or "Florida" to the end of a name is not acceptable.

Please return the original and one copy of 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) 487-6878.

Alan Crum
Document Specialist

Letter Number: 500A00009075

ARTICLES OF INCORPORATION
OF
B & W OF BAY COUNTY, INC.

FILED
00 FEB 24 AM 8:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this corporation is B & W OF BAY COUNTY, INC., hereinafter referred to as the "Corporation".

ARTICLE II - DURATION

This corporation shall have perpetual existence commencing on the date of the filing of these Articles with the Florida Department of State.

ARTICLE III - PURPOSE

The Corporation may engage in any activity or business permitted under the laws of the United States and of this State.

ARTICLE IV - CAPITAL STOCK

The Corporation is authorized to issue 5,000 shares of One Dollar (\$1.00) par value common stock.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street and mailing address of the initial office and the principal office of the Corporation is 3673 Highway 2,, Graceville, Florida 32440, and the registered agent of the Corporation is Derrick Bennett, Esq., address is 112 East Third Court, Panama City, Florida 32401.

ARTICLE VI- INITIAL BOARD OF DIRECTORS

The Corporation shall have two Directors initially. The number of Directors may be either increased or diminished from time to time

by the By-laws, but shall never be less than one (1). The names and addresses of the initial Directors of the Corporation are:

Wendell Woodham/President	Jerry Bruner, Sec./Treasurer
Route 2, Box 75	3673 Highway 2
Graceville, FL 32440	Graceville, FL 32440

ARTICLE VII - INCORPORATOR

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

Mr. Derrick Bennett, Esq.
112 E. Third Ct.
Panama City, FL 32401

ARTICLE VIII - BY-LAWS

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and the shareholders.

ARTICLE IX - INDEMNIFICATION

The Corporation shall defend, indemnify and hold harmless any member of the Board of Directors or officer of the Corporation, or any former officer or director, who is a party to any threatened or pending suit or proceeding by reason of the fact that he or she is or was a director, officer or agent of the Corporation.

ARTICLE X - AMENDMENT OF ARTICLES OF INCORPORATION

These Articles of Incorporation may be amended by a majority vote of the members of the Board of Directors, subject to any limitation by law. The Board of Directors shall adopt Bylaws for the Corporation, which may be modified, amended or altered as allowed under said Bylaws.

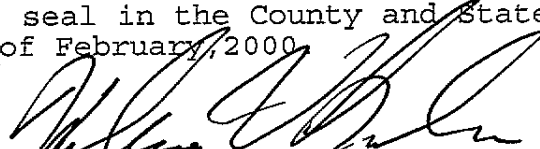
IN WITNESS WHEREOF, the undersigned subscriber has hereunto
executed these Articles of Incorporation this 22 day of February,
2000.

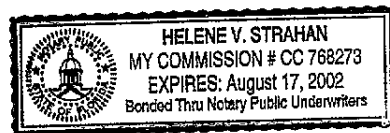

Derrick Bennett - Incorporator

STATE OF FLORIDA
COUNTY OF BAY

I HEREBY CERTIFY that on this day before me, an officer duly
qualified to take acknowledgements, personally appeared Derrick
Bennett, who is personally known to me or who produced Florida
Driver's License as identification, and who is known to me to be the
person described in and who executed the foregoing instrument for the
purposes therein expressed.

WITNESS my hand and official seal in the County and State last
aforesaid on this, the 23rd day of February, 2000.


Helene V. Strahan, Notary Public
My Commission Expires:
My Commission Number:



FILED

00 FEB 24 AM 8:05


SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CERTIFICATE DESIGNATING REGISTERED AGENT AND
PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF
PROCESS WITHIN FLORIDA, AND ACCEPTANCE OF AGENT
UPON WHOM PROCESS MAY BE SERVED

In compliance with §48.901 and §607.034, Florida Statutes, the following is submitted.

FIRST that B & W OF BAY COUNTY, INC., desiring to be organized or qualify under the laws of the State of Florida, with its principal place of business at 3673 Highway 2, Graceville, FL 32440, has named Derrick Bennett, Esq., 112 East 3rd Court, Panama City, Florida 32402, as its agent to accept service of process within Florida.

DATED this 23rd day of February, 2000


Derrick Bennett - Incorporator

Having been named to accept service of process for the above named corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper performance of my duties.


Derrick Bennett - Registered Agent