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June 8, 2000

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

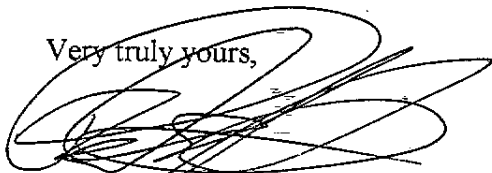
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*****87.50 *****87.50

RE: B & M Corporate Holdings, Inc.

Enclosed is an original and two(2) copies of the articles of incorporation, together with my check in the amount of \$87.50.

This represents the cost of the Filing Fees, Certified Copy of the Articles of Incorporation, and Certificate of Status.

Very truly yours,



Robert Hamilton

Mailing Address of Corporation: 12707 Spottswood Drive
Riverview, Florida 33569
(813) 677-3084

FILED
00 JUN -9 AM 10:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T BROWN JUN 16 2000

ARTICLES OF INCORPORATION
OF
B & M Corporate Holdings, Inc.

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I. NAME

The name of this corporation shall be: **B & M Corporate Holdings, Inc.**

ARTICLE II. COMMENCEMENT & DURATION

The commencement of this corporation's existence shall be at the time of the filing of these Articles of Incorporation by the Florida Department of State. This corporation's duration shall be perpetual.

ARTICLE III. PURPOSE

This corporation is being organized for the purpose of engaging in any activities or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV. POWERS

This corporation may do and perform all such acts and things, including those generally allowed by the laws of Florida relative to corporations engaged in business, as now existing, or as the law may henceforth provide, as from time to time may be necessary or expedient to the exercise of any and all of its corporate functions, powers, and rights.

ARTICLE V. MANAGEMENT

The powers of this corporation shall be exercised, its properties controlled, and its affairs and business conducted and managed by the Board Of Directors.

Any action required or permitted to be taken by the Board of Directors, under any provision of the law, may be taken without a meeting, if all of the directors shall individually or collectively consent in writing to such action. Such written consent shall be filed with the minutes of the proceedings of the Board of Directors. Any such action by written consent shall have the same force and effect as if taken by a unanimous vote of the Board of Directors. Any certificate or other document filed, under any provision of the law which relates to the action so taken, shall state that the action was taken by the unanimous written consent of the Board Of Directors without a meeting, and that these Articles Of Incorporation authorize the Board Of Directors to so act. Such a statement shall be prima facia evidence of such authority.

ARTICLE IX. PRINCIPAL OFFICE & INITIAL REGISTERED OFFICE & AGENT

The address of this corporation's principal office shall be:

**B & M Corporate Holdings, Inc.
Robert Hamilton
12707 Spottswood Drive
Riverview, Florida 33569**

The name of the individual who shall serve as this corporation's initial registered agent:

**Robert Hamilton
12707 Spottswood Drive
Riverview, Florida 33569**

ARTICLE X. INCORPORATOR

The name and residence address of the incorporator to these Articles of Incorporation are:

Robert Hamilton 12707 Spottswood Drive Riverview, Florida 33569

ARTICLE XI. BYLAWS

Corporate Bylaws will be hereinafter adopted by the Board of Directors. The corporate Bylaws may be amended or repealed, in whole or in part, by the Board of Directors in the manner provided therein. Any amendments to the corporate Bylaws shall be binding on this corporation's shareholder(s).

ARTICLE VI. BOARD OF DIRECTORS

This corporation's initial Board of Directors shall have one director. The number of directors may be increased or decreased, from time to time, by an amendment to the corporate Bylaws.

The directors shall be elected annually by this corporation's shareholder(s). The manner of the election of the directors shall be specified in the corporate Bylaws. The directors named herein, comprising the initial Board of Directors, shall hold office until the election of directors at the first annual shareholder's meeting.

The name and address of each individual who shall serve as a member of the Initial Board of Directors are:

Robert Hamilton 12707 Spottswood Drive, Riverview, FL 33569

ARTICLE VII. OFFICERS

The officers shall consist of a president, a vice president, and a secretary. This corporation may have such other officers as may be provided in the corporate Bylaws.

The officers shall be elected annually by the Board of Directors. The manner of the election of the officers shall be specified in the corporate Bylaws. The officers named herein, comprising the initial officers, shall hold office until the election of officers at the first annual Board of Directors' meeting.

The names of the initial officers are:

<u>Office</u>	<u>Name</u>
Robert Hamilton	President
Michelle Hamilton	Vice President, Secretary

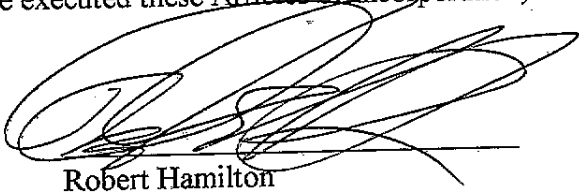
ARTICLE VIII. INDEMNIFICATION

This corporation shall indemnify any officer, director, employee, or agent, to the full extent permitted by law.

ARTICLE XII. AMENDMENT

Amendments to these Articles of Incorporation may be proposed by a resolution adopted by the Board of Directors and presented to a quorum of this corporation's shareholder(s) for their vote. Such amendments may be adopted by a vote of two thirds of the quorum of this corporation's shareholder(s).

The undersigned, constituting this corporation's designated registered agent and this corporation's subscribers, for the purpose of forming this corporation under the laws of Florida, have executed these Articles of Incorporation, on the dates indicated next to their signatures.

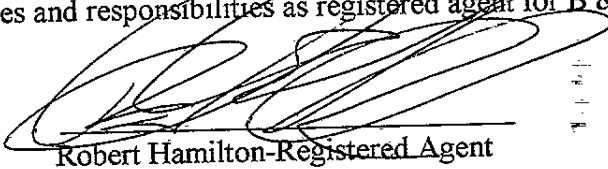


Robert Hamilton

Date

6-8-00

I hereby accept my designation as registered agent and agree to serve as the registered agent of B & M Corporate Holdings, Inc. I hereby state that I am familiar with and accept the duties and responsibilities as registered agent for B & M Corporate Holdings, Inc.



Robert Hamilton-Registered Agent

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TALLAHASSEE, FLORIDA