

P 000000 65447

BRODIE & PAWLUC
COUNSELLORS AT LAW

00 JUL -5 PM 12:09
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

June 30, 2000

Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

300003312329--1
-07/05/00--01009--002
*****78.75 *****78.75

Re: Articles of Incorporation
BFG III, Inc.

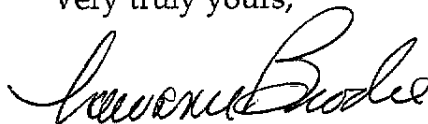
Dear Sir or Madam:

Enclosed please find an original and one copy of the Articles of Incorporation of the above corporation and a check in the amount of \$78.75 (\$35.00-filing fee, \$35.00-Registered Agent Designation, and \$8.75-certified copy). Upon filing, please return a certified copy of the Articles.

From: Brodie & Pawluc
525 Camden Avenue
Stuart, FL 34994
Telephone: (561) 221-0110

Thank you in advance for your attention to this matter.

Very truly yours,



Lawrence P. Brodie

rlb
Enclosures

F. CHESNEY

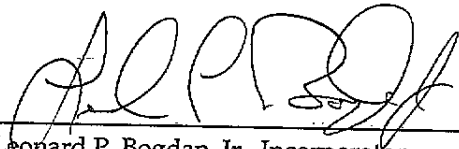
JUL 7 2000

ARTICLES OF INCORPORATION
OF
BFG III, INC.

FILED
00 JUL -5 PM 12:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. The name of this Corporation is BFG III, INC. (the "Corporation").
2. The street address of the initial principal office and mailing address of the Corporation is 1918 Port St. Lucie Boulevard, Port St. Lucie, Florida 34952.
3. The total number of shares of all classes of stock which the Corporation shall have the authority to issue is 10,000,000, consisting of (i) 5,000,000 shares of Class A Common Stock, par value \$.001 per share, and (ii) 5,000,000 shares of Class B Common Stock, par value \$.001 per share. Except as specifically required by law, the Class A shares are non-voting shares and the Class B shares are voting shares in all matters; in all other respects, Class A and Class B shares are equal and are to be treated identically.
4. The name and street address of the registered agent of the Corporation is Lawrence P. Brodie, 525 Camden Avenue, Stuart, FL 34994.
5. The name and address of the incorporator is Leonard P. Bogdan, Jr., 1918 Port St. Lucie Boulevard, Port St. Lucie, Florida 34952.

Dated: June 29, 2000.


Leonard P. Bogdan, Jr., Incorporator

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**


PURSUANT TO THE PROVISIONS OF SECTION 607.0501 OF THE FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is BFG III, INC.
2. The name and address of the registered agent and office is:

Lawrence P. Brodie
525 Camden Avenue
Stuart, FL 34994

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

Dated: June 29, 2000



Lawrence P. Brodie, Registered Agent

FILED
00 JUL -5 PM 12:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA