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Laurence J. Rohan

ATTORNEY AT LAW

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September 14, 2000

Secretary of State
Corporate Records Bureau
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

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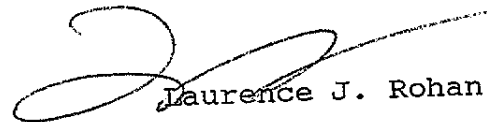
Re: B & G MAINTENANCE INC.

Gentlemen:

Enclosed please find my Trust Account check in the amount of \$122.50, together with one copy of the Articles of Incorporation on the above.

Kindly return a certified copy to the undersigned.

Sincerely,


Laurence J. Rohan

LJR/vjw

enclosures

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION

OF

B & G PROPERTY MAINTENANCE INC.

Article 1. Name of Corporation:

The name of the corporation shall be B & G PROPERTY
MAINTENANCE, INC.

Article 2. General Nature of the Business:

The general nature of the business is to engage in any lawful activity permitted under the Constitution and Statutes of the State of Florida.

Article 3. Stock:

The total number of shares authorized is 60 shares of common stock without par value, which stock shall be fully paid and non-assessable. Such stock may be issued by the corporation from time to time for such consideration as may be fixed by the Board of Directors thereof, and may be paid for in cash, labor or service.

Article 4. Capital:

The number of shares with which this corporation shall commence business is 60 shares of common stock without par value, and the amount of capital with which this corporation shall commence business shall not be less than \$500.00.

Article 5. Term:

The Corporation shall continue perpetually, unless sooner dissolved according to law.

Article 6. Corporation's Principal Office and Initial Registered Agent:

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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The corporation's principal office shall be located at: 17861 S.W. 113 Court Miami, FL 33157 and the name of the initial Registered Agent is: Laurence J. Rohan, located at: 2511 Ponce de Leon Boulevard Suite 320 Coral Gables, FL 33134-6082.

Article 7. Directors:

The business of the corporation shall be conducted by a Board of Directors, the number of which shall be fixed by the stockholders at any regular or called meeting, but the number of directors shall not be less than one nor more than seven. A majority of the Board shall constitute a quorum. The members of the Board of Directors shall be elected at the annual meeting of the stockholders, and the several officers, as the case may be, provided for in the by-laws, shall be elected by the Board of Directors at a meeting held immediately after the adjournment of the annual stockholders meeting.

Article 8. First Board of Directors:

The names and post office addresses of the members of the first Board of Directors, who, subject to the provisions of this certificate of incorporation, the by-laws of the corporation and the Statutes of the State of Florida, shall hold office for the first year of the corporation's existence, or until their successors have been elected and qualified are as follows:

Benjamin Glenn Essig 17861 S.W. 113 Court Miami, FL 33157
Glenn Essig 17861 S.W. 113 Court Miami, FL 33157

Article 9. Subscribers:

The proceeds of the stock subscribed for will be at least as much as the amount necessary to begin business. The names and places of residence of the subscribers to the capital stock and the number of shares subscribed for by each are as follows:

Laurence J. Rohan - 60 shares
2511 Ponce de Leon Blvd. #320
Coral Gables, FL 33134-6082

Article 10. Officers:

The name and post office address of the officers, who subject to the provisions of this certificate of incorporation, the by-laws of the corporation and the Statutes of the State of Florida, shall hold office for the first year of the corporation's existence, or until their successors have been elected and qualified are as follows:

Benjamin Glenn Essig, President	Glenn Essig, Sec/Treasurer
17861 S.W. 113 Court	17861 S.W. 113 Court
Miami, FL 33157	Miami, FL 33157

Article 11. Reservation:

The corporation reserves the right to amend, alter, change or repeal any provisions contained in this certificate of incorporation, and all rights conferred upon stockholders are granted subject to this provision.

I, THE UNDERSIGNED, being the original subscriber to the capital stock hereinabove named for the purpose of forming a corporation to do business within and without the State of Florida, and in pursuance of the Revised Corporation Law of the State of Florida, General Act 1925, and all amendments thereto, do make and file this certificate hereby declaring and certifying that the

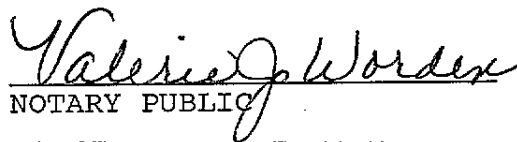
facts herein stated above are true, and do agree to take the number of shares stock hereinabove set forth, and have accordingly set my hand and seal this 14th day of September, 2000.


Laurence J. Rohan

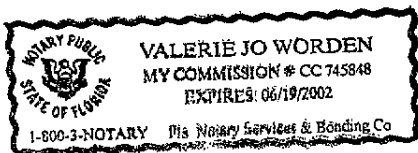
STATE OF FLORIDA

COUNTY OF MIAMI-DADE

The foregoing instrument was acknowledged before me this 14 day of September, 2000 by Laurence J. Rohan, X who is personally known to me; ___ who produced identification of ___ and who did take an oath.


NOTARY PUBLIC

My Commission expires:



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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED.

In pursuance of Chapter 48.091, Florida Statutes, the
following is submitted, in compliance with said Act:

First.....That B & G PROPERTY MAINTENANCE, INC. desiring to
organize under the laws of the State of Florida with its principal
office, as indicated in the articles of incorporation, at the City
of Miami, County of Dade, State of Florida, has named LAURENCE J.
ROHAN, ESQUIRE, located at 2511 Ponce de Leon Blvd. #320 Coral
Gables, FL 33134-6082, County of Miami-Dade, State of Florida, as
its agent to accept service of process within this state.

Having been named to accept service of process for the above
stated corporation, at place designated in this certificate, I
hereby accept to act in this capacity, and agree to comply with the
provision of said Act relative to keeping open said office.

By: 
(Resident Agent)