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September 19, 2000

VIA FEDERAL EXPRESS

Division Of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

0000003398970-8
-09/20/00-01037-004
*****78.75 *****78.75

RE: New Corporation Filing
B&C of New Smyrna, Inc.

FILED
00 OCT - 3 PM 3:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

To Whom It May Concern:

Enclosed please find the following for your consideration:

1. Articles Of Incorporation for B&C of New Smyrna, Inc.

2. Mark R. Hall Trust account check in the amount of \$78.75 for the filing fee of \$35.00; Registered Agent Designation fee of \$35.00; and certified copy of Articles Of Incorporation fee of \$8.75.

Once the Articles Of Incorporation have been filed, please forward the certified copy to the address above.

Thank you for your attention to these matters.

Very truly yours,

EFFECTIVE DATE
01-01-01

MARK R. HALL, P.A.

Carol S. Gardner

CAROL S. GARDNER
Legal Assistant

MRH/cg

Enclosures

CC: Beverly J. Hesson

W-23105

gk9/21



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

September 21, 2000

CAROL S. GARDNER
124 FAULKNER ST.
NEW SMYRNA BEACH, FL 32168-7018

SUBJECT: B&C OF NEW SMYRNA, INC.
Ref. Number: W00000023105

We have received your document for B&C OF NEW SMYRNA, 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 effective date can be no more than 90 days after the date of filing.

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: 100A00049885

ARTICLES OF INCORPORATION
OF
B&C OF NEW SMYRNA, INC.

FILED
00 OCT -3 PM 3:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In compliance with the requirements of Florida Statutes Chapter 607, the undersigned, being a natural person, hereby acts as an incorporator in adopting and filing the following Articles Of Incorporation for the purpose of organizing a business corporation.

ARTICLE I

The Name of the Corporation ("Corporation") Is B&C OF NEW SMYRNA, INC.

ARTICLE II

The existence of the Corporation shall begin on January 1, 2001.

ARTICLE III

The street address of the principal office of the Corporation is 2700 N. Peninsula Avenue, No. 512, New Smyrna Beach, Florida 32169.

ARTICLE IV

EFFECTIVE DATE
01-01-01

The maximum number of shares this Corporation is authorized to issue is 1000, par value \$.01 per share, all of which shall be Common Shares. All Common Shares shall be identical with each other in every respect and the holders of Common Shares shall be entitled to one vote for each share on all matters on which shareholders have the right to vote.

ARTICLE V

The initial street address of the Corporation's registered office is 124 Faulkner Street, New Smyrna Beach, Florida 32168. The initial registered agent for the Corporation at that address is Mark R. Hall, Esquire.

ARTICLE VI

The initial board of directors shall consist of one member. This number may be increased or decreased from time to time in accordance with the Corporation's bylaws, but shall never be

less than one. The names and addresses of the persons who will serve on the initial board of directors are:

BEVERLY J. HESSON
2700 N. Peninsula Avenue, No. 512
New Smyrna Beach, FL 32169

ARTICLE VII

The names and street addresses of the persons signing these Articles Of Incorporation are:

BEVERLY J. HESSON
2700 N. Peninsula Avenue, No. 512
New Smyrna Beach, FL 32169

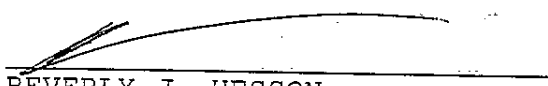
ARTICLE VIII

The Corporation shall indemnify its directors, officers, employees, and agents to the fullest extent permitted by law.

ARTICLE IX

Each initial Director has the right to be Director as long as he owns stock.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles Of Incorporation on this 19 day of September, 2000.


BEVERLY J. HESSON

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for B&C OF NEW SMYRNA, INC. at the place designated in the Articles Of Incorporation, the undersigned is familiar with and accepts the obligations of the position pursuant to Florida Statute 607.0501(3).

DATED this 19th day of September, 2000.


MARK R. HALL, ESQUIRE

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA