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RUTH A. SCOTT  
PROBATE PARALEGAL

November 3, 2000

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

RE: Articles of Incorporation of B & J Trade Exchange, Inc.

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-11/06/00--01120--005  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

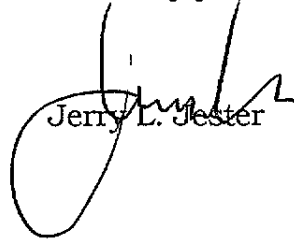
Dear Sir or Madam:

In reference to the above captioned matter, enclosed you will find an original and one (1) copy of proposed Articles of Incorporation, and our check made payable to your order in the amount of \$70.00, representing the following:

Filing Fee	\$35.00
Registered Agent Designation	<u>\$35.00</u>
<b>TOTAL:</b>	<b><u>\$70.00</u></b>

Please return the conformed copy to the undersigned in the self-addressed, stamped envelope provided. Thank you for your assistance and cooperation in this matter.

Sincerely yours,

  
Jerry L. Jester

JLJ/  
Enclosures  
cc: Client

FILED  
00 NOV -6 AM 9:16  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

  
11/7

**ARTICLES OF INCORPORATION**  
**OF**  
**B & J TRADE EXCHANGE, INC.**

ARTICLE I. Name

The name of this corporation is B & J Trade Exchange, Inc.

ARTICLE II. Duration

This corporation shall have perpetual existence.

ARTICLE III. Purposes

The general purposes for which this corporation is organized are as follows: To operate a bartering business; to engage in any type of lawful business; lend or borrow money and to draw, make, accept, discount and issue promissory notes, bills of exchange and other negotiable instruments and to secure the same by mortgage or otherwise; to have offices and officers, agent and agencies in the State of Florida or in any other of United States, or in foreign countries; and to exercise generally such powers as may be incident to or convenient for the purposes and businesses of the corporation and to engage in any activity or business permitted under the laws of the United States and the State of Florida, it being expressly provided that the foregoing enumeration of specific powers shall not be held to limit or restrict the general powers of the corporation.

ARTICLE IV. Capital Stock

The maximum number of shares of stock which this corporation is authorized to have outstanding at any time shall be one thousand (1000) shares of common voting stock with a par value of One Dollar (\$1.00) per share. All stock issued shall be fully paid.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

#### ARTICLE V. Preemptive Rights

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

#### ARTICLE VI. Initial Registered Office and Agent

The street address of the initial registered and principal office of this corporation is 1285 W. Scots Ave., Merritt Island, Florida 32952 and the name of the registered agent at that address is Phillip Jaworowski. The mailing address of the corporation is 1285 W. Scots Ave., Merritt Island, Florida 32952.

#### ARTICLE VII. Initial Board of Directors

This corporation shall have four (4) 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. The name and address of the initial directors of this corporation are:

Phillip L. Jaworowski	545 Milford Point Dr., Merritt Island, Florida 32952
Ruth E. Jaworowski	545 Milford Point Dr., Merritt Island, Florida 32952
Sherri L. Backer	1285 W. Scots Ave, Merritt Island, Florida 32952
Rusty D. Backer	1285 W. Scots Ave, Merritt Island, Florida 32952

#### ARTICLE VIII. Incorporators

The name and address of the persons signing these articles is Ruth E. Jaworowski.

ARTICLE IX. Indemnification

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE X. Amendment


This corporation reserves the right to amend or repeal any provisions contained in these articles of incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

**IN WITNESS WHEREOF**, the undersigned subscriber has executed these Articles of Incorporation this 3<sup>rd</sup> day of November, 2000..

  
Ruth E. Jaworowski

ACCEPTANCE OF REGISTERED AGENT

I hereby am familiar with and accept the duties and responsibilities as Registered Agent for said corporation.

  
Ruth E. Jaworowski