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**DAVID A. JAYNES**

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VIA AIRBORNE EXPRESS - Airbill #5562054562

December 5, 2000

Secretary of State  
P.O. Box 6327  
Tallahassee, FL 32314-6327

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
00 DEC -6 AM 10: 37

Attention: Division of Corporations

**RE: B&B HORIZONTAL, INC.**

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-12/05/00--01081--003  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

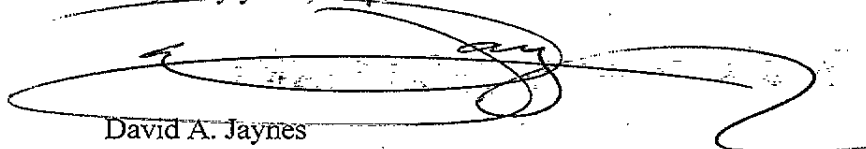
Dear Madam/Sir:

Enclosed please find an original and one copy of the Articles of Incorporation of B&B HORIZONTAL, INC. Please have the same incorporated and inform us of its status. **Should there be a problem with the availability of the name, please contact Jayne at (561) 659-5050.**

Our fee of \$70.00 for this service is enclosed herewith. Please file the same and return the copy in the envelope provided.

Thank you in advance for your prompt attention to this matter.

Very truly yours,



David A. Jaynes

DAJ/sjo  
Enclosure  
cc: Client

*gialia/co*

**ARTICLES OF INCORPORATION OF  
B&B HORIZONTAL, INC.**

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

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The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

**ARTICLE I: NAME AND ADDRESS**

The name of the corporation shall be B&B HORIZONTAL, INC. The street address of the principal office of the corporation is 16545 SW Farms Rd., Indiantown, FL 34956. The mailing address of the principal office of the corporation is P.O. Box 615, Indiantown, FL 34958.

**ARTICLE II: NATURE OF BUSINESS**

This corporation may engage in or transact any and all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, county, territory or nation.

**ARTICLE III: CAPITAL STOCK**

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 10,000 shares of common stock having no par value per share.

**ARTICLE IV: ADDRESS**

The street address of the initial registered office of the corporation shall be 120 So. Olive Ave., Suite 702, West Palm Beach, FL 33401, and the name of the initial Registered Agent for the corporation at that address is David A. Jaynes, Esq.

**ARTICLE V: SPECIAL PROVISIONS**

The stock of this corporation is intended to qualify under the requirements of Section 1244 of the Internal Revenue Code and the regulations issued thereunder. Such actions as may be necessary shall be deemed to have been taken by the appropriate officers to accomplish this compliance.

**ARTICLE VI: TERM OF EXISTENCE**

This corporation shall exist perpetually.

## **ARTICLE VII: LIMITATION OF LIABILITY**

Each director, stockholder and officer, in consideration for his services, shall, in the absence of fraud, be indemnified, whether then in office or not, for the reasonable cost and expenses incurred by him in connection with the defense of, or for advice concerning any claim asserted or proceeding brought against him by reason of his being or having been a director, stockholder or officer of the corporation or of any subsidiary of the corporation, whether or not wholly owned, to the maximum extent permitted by law. The foregoing right of indemnification shall be inclusive of any other rights to which any director, stockholder or officer may be entitled as a matter of law.

## **ARTICLE VIII: SELF DEALING**

No contract or other transaction between the corporation and other corporations, in the absence of fraud, shall be affected or invalidated by the fact that any one or more of the directors of the corporation is or are interested in a contract or transaction, or are directors or officers of any other corporation, and any director or directors, individually or jointly, may be a party or parties to, or may be interested in such contract, act or transaction, or in any way connected with such person or person's firm or corporation, and each and every person who may become a director of the corporation is hereby relieved from any liability that might otherwise exist from this contracting with the corporation for the benefit of himself or any firm, association or corporation in which he may be in any way interested. Any director of the corporation may vote upon any transaction with the corporation without regard to the fact that he is also a director of such subsidiary or corporation.

The officers shall be:

President     J. O'Neal Bates

**ARTICLE IX: INCORPORATOR**

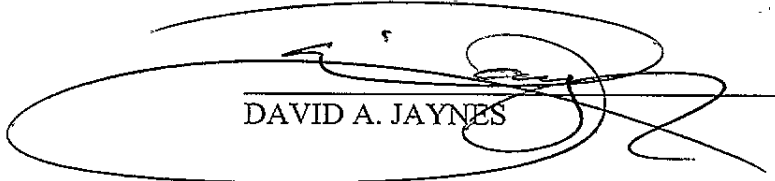
The name and address of the incorporator is:

David A. Jaynes, Esquire  
120 So. Olive Ave., Suite 702  
West Palm Beach, FL 33401

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal on this


5<sup>th</sup> day of December, 2000.

Incorporator:

  
DAVID A. JAYNES

STATE OF FLORIDA  
COUNTY OF PALM BEACH

The foregoing instrument was executed and acknowledged before me this 5<sup>th</sup> day of December, 2000, by DAVID A. JAYNES.

  
Notary Public  
State of Florida

(SEAL)

My Commission Expires: 01/29/01



S Jayne Overt  
My Commission CC617400  
Expires January 29, 2001

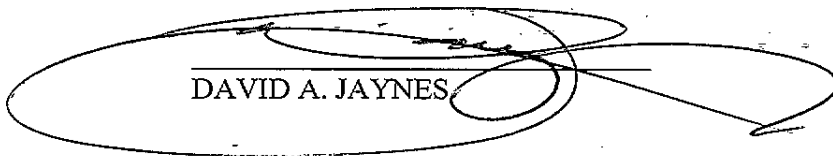
**DESIGNATION OF AND ACCEPTANCE BY REGISTERED AGENT**

The following is submitted in compliance with the laws of the State of Florida, B&B HORIZONTAL, INC., a corporation organized under the laws of the State of Florida, with its principal office located at 16545 SW Farms Rd., Indiantown, FL 34956, has named David A. Jaynes, whose address is 120 So. Olive Ave., Suite 702, West Palm Beach, Florida 33401, as its Agent to accept service of process within this State.

**ACCEPTANCE:**

I agree as Registered Agent to accept service of process; to keep the office open during prescribed hours; to post my name (and any other officers of said corporation authorized to accept service of process at the above designated address) in some conspicuous place in the office as required by law.

Registered Agent:

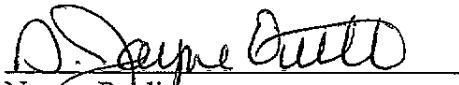
  
DAVID A. JAYNES


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**STATE OF FLORIDA  
COUNTY OF PALM BEACH**

BEFORE ME, the undersigned authority, this day personally appeared David A. Jaynes, who, after being duly sworn, deposes and says that the facts and matters contained above are true and correct, and that he has executed the same for the purposes expressed herein.

WITNESS my hand and official seal this 5<sup>th</sup> day of December, 2000.

  
Notary Public  
State of Florida  
My Commission Expires:

 S. Jayne Overt  
My Commission CC617400  
Expires January 29, 2001