

P01000020568

Claudio C. Biltoc
11662 Thornapple Dr.
Jacksonville, FL 32223
(904) 288-8644 (904) 536-4494
Fax: (904) 886-7148
Email: cbiltoc@yahoo.com

FILED
01 FEB 26 PM 1:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FLORIDA DEPARTMENT OF STATE

SUBJ: Application of incorporation of C & A HOLDINGS INC., resubmitted under
BILCO HOLDINGS, INC.

Ref. Number: W01000003379

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-02/12/01--01114--004
*****87.50 *****87.50

Dear Mrs. Brown,

I have received your letter informing me that the name I have chosen, C & A Holdings, Inc., is not available.

I am resubmitting the documentation with the new name of BILCO HOLDINGS, INC. I have checked this name on the website of the department of state and found that it is available. Thank you for your help.

Sincerely,



Claudio C. Biltoc

Encl: FL Dept of State Letter Ref. Number: W010000003379

289,25543100-5550
W01-3379



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

February 13, 2001

CLAUDIO C. BILTOC
11662 THORNAPPLE DRIVE
JACKSONVILLE, FL 32223

SUBJECT: C & A HOLDINGS INC.
Ref. Number: W01000003379

We have received your document for C & A HOLDINGS INC. and your check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

We regret that we were unable to contact you by phone. Please return the corrected document with a letter providing us with an address and telephone number where you can be reached during working hours.

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

Adding "of Florida" or "Florida" to the end of a name is not acceptable.

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) 487-6972.

Doris Brown
Document Specialist

Letter Number: 701A00008809

CERTIFICATE OF INCORPORATION

**OF
BILCO HOLDINGS, INC.**

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

The name of the corporation is BILCO HOLDINGS, INC.

ARTICLE II

The address for this company shall be 11662 Thornapple Drive, Jacksonville, FL 32223

ARTICLE III

The business of this corporation shall be that of a service provider to owners of office buildings and investment firm, and it shall be the purpose of this corporation to engage in any lawful act or activity for which corporations may be organized under the general corporation law of the State of Florida, including, but without limitations:

A. To organize, finance, and aid by loan, subsidy, guaranty, contribution to capital or surplus, or otherwise, any corporation, association, partnership, syndicate, entity, person or governmental, municipal or public authority, domestic or foreign, located in or organized under the laws of any authority in any part of the world, any security of which is held directly or indirectly by or for the corporation, or in the business, financing, or welfare of which the corporation shall have an interest; and in connection therewith, to guarantee by endorsement or otherwise the payment of the principal of, or interest or dividends on, any such security of the foregoing; and to enhance the value of any such security;

B. To undertake and carry on any business transaction for the purpose of establishing, selling and participating in franchise licenses and systems of any business transaction or operations carried on or undertaken by promoters, financiers, contractors, merchants, commission me, or agent;

C. To transact the business of buying, selling, dealing in, leasing, renting, and managing real estate and any interest therein for its own account as agent or broker, or on commission, to sell, manage, improve, develop, assign and transfer, buildings, real property, chattels real, and other property of the company, real and personal, and wheresoever situated, and any and all legal and equitable rights therein;

D. To take, buy, purchase, change, hire, lease, or otherwise acquire real estate and property, either improved or unimproved, and any interest or right therein, and to own, hold, control, maintain, and manage the same;

E. To purchase, sell, manufacture, and deal in building materials, goods, wares, and merchandise, and to carry on any other lawful trade or business incident to or proper or useful in connection with the purchase, sell, ownership, construction, maintenance and management of real property;

F. To purchase, or otherwise acquire, undertake, carry on, improve, and develop, all or any of the business, good will, rights, assets, or liabilities of any person, firm association, or corporation, carrying on any kind of business, the same as, or with similar nature to that which this corporation is authorized to carry on pursuant to the provisions of this certificate, and to form, create, organize, or participate in any partnership, either as a general or limited partner, domestic or foreign, located in or organized under the laws of any authority in any part of the world.

G. To purchase, own, hold, sell, pledge, and otherwise acquire and dispose of any deal in and with the shares of capital stock in the bonds, notes, and other evidences of indebtedness of corporations, wherever organized, and certificates of interest or other evidence or interest in any trust or other legal entity having and issuing certificates or other evidence of ownership in business or industrial enterprises;

H. To borrow money and to issue notes, stocks, bonds, debentures and other evidences of indebtedness and execute mortgages, liens, and other encumbrances upon the property of the corporation, real, or otherwise, to secure the payment of such notes, mortgages, and securities and evidence of debts;

I. To conduct business in this state, or other states, the District of Columbia, the territories, possessions, and dependencies of the United States and in foreign countries, and to have one or more offices out of this state and to hold, lease, purchase, mortgage, and convey real and personal property, both inside and outside this state, necessary and requisite to carry out the objects of the corporation;

The foregoing shall be construed both as objectives and powers and the enumeration thereon shall not be held to limit or restrict in any manner the general powers of the corporation, and the corporation shall have, possess and exercise any and all other powers, expressed or implied, as may be incidental to the conduct and transaction of its business and affairs or necessary or expedient for the obtainment of its corporate purposes, and such other powers as may now or hereafter be conferred upon the corporation under the Constitution and the Laws of the State of Florida.

ARTICLE IV

The amount of capital stock of the corporation shall be Twenty Thousand Dollars (\$20,000.00) and shall be divided into two (2) classes, identified as common and preferred, holding Ten Thousand (10,000.000) shares each at a par value of One Dollar (\$1.00). The Board of Directors of this corporation is empowered upon resolution to issue said stock. Holders of preferred stock shall have no voting power and their shares are subject to redemption by the corporation solely as its option and may be redeemed,

in either case, with property, or rights, including securities of the same or another corporation, at such time or times as specified by the Board of Directors upon such price or prices, or rate or rates, as established by the Board of Directors. Preferred stock shall from time to time receive dividends at a ration appearing upon the stock, but in no event, in less amount than common stock. All common stock holders shall have full voting powers without restriction or limitation against redemption.

ARTICLE V

The board of directors shall consist of the following:

- A. President: Claudio C. Biltoc, 11662 Thornapple Drive, Jacksonville, FL 32223
- B. Vice-President: Annette M. Biltoc, 11662 Thornapple Drive, Jacksonville, FL 32223
- C. Secretary-Treasurer: Sheila A. Seymour, 11662 Thornapple Drive, Jacksonville, FL 32223

ARTICLE VI

The name and mailing address of the Registered Agent is Claudio C. Biltoc, 11662 Thornapple Drive, Jacksonville, FL 32223. (904)288-8644/(904)536-4494

ARTICLE VII

The name and mailing address of the Incorporator is Claudio C. Biltoc, 11662 Thornapple Drive, Jacksonville, FL 32223

ARTICLE VIII

All common stock and preferred stock shall be non-assessable. The Board of Directors shall have the authority by resolution to grant rights or subscriptions for common stock and preferred stock and for such consideration as the Board of Directors may fix and determine, without action by the shareholders, provided such consideration be as allowed by the laws of the State of Oklahoma.

ARTICLE IX

At every shareholder meeting, each shareholder of common stock shall be entitled to one vote per share of common stock standing in his or her name on the books of the corporation.

ARTICLE X

The holders of common stock entitled to vote shall be present in person or by proxy at shareholders meetings as follows: A majority of shareholders entitled to vote at any meeting of the shareholders shall constitute a quorum; Any meeting may be

any meeting of the shareholders shall constitute a quorum; Any meeting may be adjourned from time to time; The shareholders present at a duly called or held meeting at which a quorum is present may continue to transact business until adjournment, notwithstanding the withdrawal of enough shareholders to leave less than the number required to originally constitute a quorum.

ARTICLE XI

The Board of Directors shall have the power and authority to fix or alter all shares of stock as set forth in chapter 607 and 621 Florida Statutes. This power shall include, but not be limited to, the division of any class of stock into series and the Board of Directors may fix and determine the relative attributes of any series so established. The Board of Directors may, in establishing such series within a class of stock, prescribe different privileges, convergent and redemptive rights and preferences between such series; provided, however, that all shares of any one series shall have the same voting privileges, convergent and redemptive rights.

ARTICLE XII

The board of Directors by a majority vote, shall have authority to adopt, alter, amend, or repeal the By-laws of the corporation, provided, however, that the By-laws may be altered, amended, or repealed by vote of the shareholders entitled to a majority of the voting power of the corporation, at any regular or special meeting, duly convened after notice to the directors and shareholders setting out the purpose of such meeting.

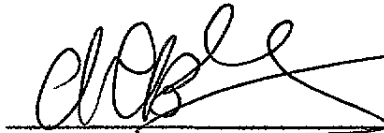
ARTICLE XIII

The corporation shall indemnify any and all of its directors or officers or former directors or officers or any person who may have served at its request as a director or officer of another corporation in which it owns shares of capital stock or which it is a creditor against expenses actually and necessarily incurred by them, including attorney fees, in connection with any defense of any action, suit, or proceeding in which they, or any of them, are made parties or a party, by reason of being or having been directors or officers, or a director or officer, of the corporation, or of such other corporation, except in relation to matter as to which any such director or officer, or former director or officer, or person shall be adjudged in such action, suit, or proceeding, to be liable for negligence or misconduct in the performance of any duty. Such indemnification shall not be deemed exclusive of any other rights to which those indemnified may be entitled, under any By-law, agreement, vote of stockholders, or otherwise.

ARTICLE XIV

This corporation shall conduct its business for profit and, upon proper resolution of the Board of Directors, qualify and elect to establish the corporation as a "small business corporation", as defined in Section 1244©(2) of the Internal Revenue Code of 1954, as amended.

IN WITNESS WHEREOF, I have hereunto subscribed my name this 15th day of February, 2001.



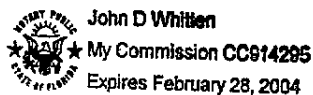
Incorporator
Claudio C. Biltoc
11662 Thomapple Drive,
Jacksonville, FL 32223

STATE OF FLORIDA)
) ss.
COUNTY OF DUVAL)


Before me, the undersigned Notary Public, in and for the County and State aforesaid, on this 15th day of February, 2001, personally appeared **Claudio C. Biltoc**, to me known to be identical person who executed the within and foregoing Certificate of Incorporation, and acknowledged to me that he executed the same as his free and voluntary act and deed for the uses and purposes therein set forth. Given under my hand and seal of office the day and year last above written.


NOTARY PUBLIC

SEAL



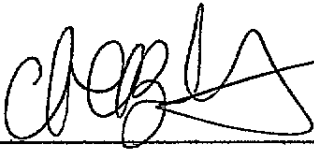
Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.



Signature/Registered Agent

2 Feb 2001

Date



Signature/Incorporator

2 Feb 2001

Date

FILED
01 FEB 26 PM 1:45
CLERK OF STATE
TALLAHASSEE, FLORIDA