

William B. Richbourg
ATTORNEY AT LAW

PO1000030670

December 28, 2000

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

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-12/29/00--01067--011
*****78.75 *****78.75

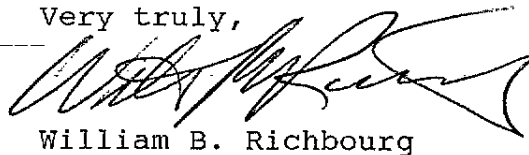
RE: BBR, INC.

Gentlemen:

Enclosed please find an original and one (1) copy of the Articles of Incorporation for the above corporation and a check in the amount of \$78.75.

Please file the articles of incorporation and return a certified copy to my office. Thank you for your assistance.

Very truly,



William B. Richbourg

WBR/mgm

Enclosures

FILED
01 MAR 26 PM 2:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T. Burch
MAR 26 2001



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

January 5, 2001

WILLIAM B. RICHBOURG
21 S TARRAGONA STREET STE 2
PENSACOLA, FL 32501

SUBJECT: BBR, INC.
Ref. Number: W01000000302

We have received your document for BBR, 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 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) 487-6928.

Tim Burch
Document Specialist

Letter Number: 901A00000608

ARTICLES OF INCORPORATION

OF

BBR Group, Inc.

ARTICLE I

NAME

The name of this Corporation shall be BBR Group, Inc.

ARTICLE II

NATURE OF BUSINESS AND POWERS

The general purpose for which this Corporation is organized is to transact any or all business for which corporations may be incorporated under Chapter 607, Florida Statutes.

ARTICLE III

AUTHORIZED SHARES

The Corporation shall be authorized to create and issue 1,000 shares of Common Stock having no par value.

The whole or any part of the authorized shares of the Corporation may be issued for a consideration payable in cash or other property, tangible or in labor or services actually performed for the Corporation, having a value as is determined from time to time by the Board of Directors of the Corporation, not less than the par value of the stock so to be issued.

ARTICLE IV

TERM OF EXISTENCE

The Corporation shall exist perpetually unless dissolved according to law.

ARTICLE V

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office and the mailing address of the Corporation are as follows:

PRINCIPAL OFFICE

21 S. Tarragona Street
Suite 2
Pensacola, Florida 32501

MAILING ADDRESS

21 S. Tarragona Street
Suite 2
Pensacola, Florida 32501

ARTICLE VI INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation in the State of Florida shall be:

21 S. Tarragona Street, Pensacola, Florida 32501

The name of the initial registered agent of this Corporation at that address shall be:

William B. Richbourg

ARTICLE VII BOARD OF DIRECTORS

The powers of the Corporation shall be exercised by or under the authority of and the business and affairs of the Corporation shall be managed under the direction of a Board of Directors, which shall have (2) director (s) initially. The number of directors may be increased or decreased by the shareholders from time to time as provided in the By-Laws of the Corporation.

ARTICLE VIII DIRECTORS - NAMES AND STREET ADDRESSES

The names and street addresses of the members of the first Board of Directors who shall hold office until their successors have been duly elected or appointed and have qualified are as follows:

President/Treasurer:

William B Richbourg
21 S. Tarragona St., Ste. 2
Pensacola, FL 32501

Vice-President/ Secretary:

Rebecca W. Richbourg
21 S. Tarragona St., Ste. 2
Pensacola, FL 32501

ARTICLE IX INCORPORATOR

The name and street address of the incorporator signing these Articles of Incorporation is as follows:

William B. Richbourg
21 S. Tarragona St., Ste. 2
Pensacola, Florida 32501

ARTICLE X
SPECIAL PROVISIONS

The following additional provisions for the regulation of the business and for the conduct of the affairs of the Corporation and for creating, defining, limiting and regulating the powers of the Corporation, its shareholders and directors, are hereby adopted as a part of these Articles of Incorporation.

1. No person shall be required to own, hold or control stock in the Corporation as a condition precedent to holding an office in this Corporation.

2. The Board of Directors may prescribe a method or methods for replacement of lost certificates, and prescribe reasonable conditions by way of security upon the issue of new certificates therefore.

3. The Board of Directors, by the affirmative vote of a majority of the directors then in office, and irrespective of any personal interest of any of its members, shall have authority to establish reasonable compensation of all directors for services to the Corporation as directors, officers or otherwise.

IN WITNESS WHEREOF, the undersigned incorporator has made and subscribed these Articles of Incorporation at Pensacola, Florida, for the uses and purposes aforesaid, this 20th day of March, 2001.

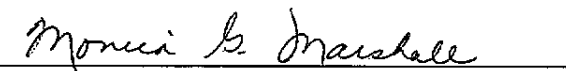

WILLIAM B. RICHBOURG, Incorporator

STATE OF FLORIDA
COUNTY OF ESCAMBIA

Before me personally appeared WILLIAM B. RICHBOURG, to me well known to be the person described in and who executed the foregoing Articles of Incorporation, and who freely and voluntarily acknowledged before me according to law that he made and executed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal at Pensacola, Escambia County, Florida, this 20th day of March, 2001.

MONICA G MARSHALL
Notary Public State of Florida
My comm. expires Jan 31, 2002
Comm. No. CC694761


NOTARY PUBLIC
Printed Name: MONICA G. MARSHALL
My Commission Expires: 1/31/02

DESIGNATION AND ACCEPTANCE

OF
REGISTERED AGENT
OF

FILED
01 MAR 26 PM 2:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Section 48.091 and Chapter 607, Florida Statutes, BBR Group, Inc., having filed its Articles of Incorporation contemporaneously herewith, with its registered office as indicated therein at 21 S. Tarragona St., Ste. 2, Pensacola, FL 32501, has named William B. Richbourg located thereat as its registered agent to accept service of process within this state.

BY:


WILLIAM B. RICHBOURG, Incorporator

Having been named as registered agent to accept service of process for the above-stated Corporation, at the location designated herein, I accept to act in this capacity, and agree to comply with the laws of Florida applicable thereto.

BY:


WILLIAM B. RICHBOURG, Registered Agent