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George E. Loomis

Attorney at Law

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April 24, 2001

Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399
850-487-6052

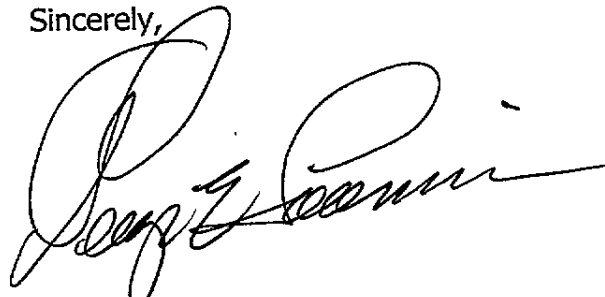
**600004077546--6
-04/25/01--01071--006
*****78.75 *****78.75**

RE: BFG Builders, Inc.

Dear Division of Corporations:

Enclosed is an original and two copies of Articles of Incorporation for the above captioned corporation. Also enclosed is my check in the amount of \$78.75. Please return the certified articles to me at the above address.

Sincerely,



George E. Loomis

**GEL/gel
Enclosures**

**FILED
01 APR 25 AM 11:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

**4-25-01
wcc**

**ARTICLES OF INCORPORATION
OF
*BFC Builders, Inc.***

FILED
01 APR 25 AM 11:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLE I.
NAME**

The name of the corporation shall be: BFC Builders, Inc.

**ARTICLE II.
DURATION**

The duration of the corporation shall be perpetual and its existence shall commence upon the filing of these Articles by the Florida Department of State.

**ARTICLE III.
PURPOSE**

The corporation is organized for the purpose of transacting any or all lawful business.

**ARTICLE IV.
CAPITAL STOCK**

The corporation is authorized to issue TEN THOUSAND (10,000) shares of One Dollar (\$1.00) par value common stock.

**ARTICLE V.
PRINCIPAL OFFICE AND MAILING ADDRESS
INITIAL REGISTERED OFFICE AND REGISTERED AGENT**

The corporation's mailing address is P. O. Box 580, Molino, Florida 32577. The principal place of business and the street address of the initial registered office of the corporation is 670 Molino Road, Molino, Florida, and the initial registered agent at such address is George E. Loomis.

**ARTICLE VI.
INITIAL BOARD OF DIRECTORS AND OFFICERS**

The corporation shall have two (2) Directors initially. The number of Directors may be either increased or diminished from time to time by the bylaws but shall never be less than one. The initial Directors and Officers of the corporation and their addresses are:

Irene A. Veazey Director, President, Secretary
670 Molino Road
Molino, Florida 32577

Bennie F. Veazey Director, Vice-President, Treasurer
670 Molino Road
Molino, Florida 32577

ARTICLE VII.
INCORPORATOR

The names and addresses of the incorporator is George E. Loomis, 811 North Spring Street, Pensacola, Florida 32501.

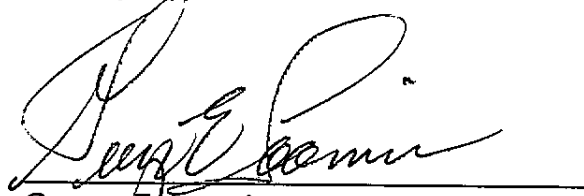
ARTICLE VIII.
BYLAWS

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors and the shareholders.

ARTICLE IX.
AMENDMENT

The corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

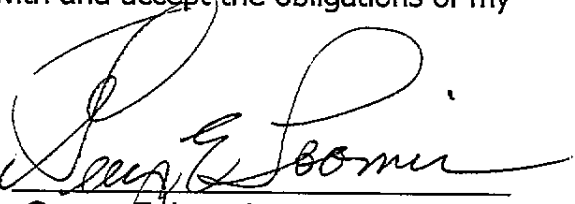
IN WITNESS WHEREOF the undersigned incorporator has executed these Articles of Incorporation this 24th day of April, 2001.


George E. Loomis

**ACCEPTANCE OF REGISTERED AGENT
FOR
BFC BUILDERS, INC.**

Having been named to accept the service of process for the above stated corporation, at the place designated in the Articles of Incorporation, the undersigned hereby accepts to act in this capacity and agrees to comply with the provisions of law relative to keeping open said office. I am familiar with and accept the obligations of my position as registered agent.

Dated this 24th day of April, 2001.

By: 
George E. Loomis