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MARSHALL E. WOOD

904/277-4666

FAX # 904/277-6611

June 5, 2001

Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

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-06/08/01--01048--001
*****70.00 *****70.00

Re: B-GERT INC.

Dear Sirs:

Enclosed please find the original Articles of Incorporation of B-GERT INC., for filing pursuant to Florida Statutes Section 607.0120.

Also enclosed please find this firm's check in the amount of \$70.00 representing payment by the corporation of the following costs:

Filing Fee	\$ 35.00
Designation of Resident Agent	35.00

Please file the Articles of Incorporation and forward your letter of receipt to me at your earliest convenience.

Thank you for your assistance in this matter.

Sincerely yours,

Marshall E. Wood
Marshall E. Wood

MEW/jm
Enclosures

FILED
01 JUN -8 AM 10:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Marshall E. Wood
GAVE
AUTHORIZATION BY PHONE TO
CORRECT Art. I
DATE 6-14-01
DOUG BARNETT

6-14-01
WEC

ARTICLES OF INCORPORATION
OF

B-GERT INC.

FILED
01 JUN -8 AM 10:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporators under the provisions of the laws of the State of Florida, hereby adopt the following Articles of Incorporation:

ARTICLE I. NAME

The name of this corporation is:

B-GERT INC.

ARTICLE II. NATURE OF BUSINESS

This corporation is being organized for the transaction of any and all lawful business permitted under the Florida Business Corporation Act and the laws of the United States.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of capital stock that the corporation is authorized to issue is Twelve Thousand (12,000) shares with a par value of ONE DOLLAR (\$.10) each. All of the shares are of one class only.

ARTICLE IV. TERM OF EXISTENCE

The corporation is to exist perpetually.

ARTICLE V. ADDRESS

The initial post office address of the principal office of this corporation is: 2128 Oak Ridge Drive, Fernandina Beach, FL 32034. The Board of Directors may from time to time move the principal office to any other address in Florida.

ARTICLE VI. DIRECTORS

This corporation shall have three directors initially. The number of directors may be increased or diminished from time to time by by-laws adopted by the stockholders, but shall never be less than one (1).

ARTICLE VII. INITIAL DIRECTORS

The name and post office address of the initial directors, who shall hold office for the first year of corporate existence or until their successors are elected or appointed and have qualified are:

<u>DIRECTOR</u>	<u>ADDRESS</u>
William L. Quirk	2128 Oak Ridge Drive Fernandina Beach, FL 32034
Debbie L. Johnson	4153 Captains Way Fernandina Beach, FL 32034
Reba G. Quirk	2128 Oak Ridge Drive Fernandina Beach, FL 32034

ARTICLE VIII. INCORPORATOR

The name and post office address of the incorporator of this corporation is: William L. Quirk, 2128 Oak Ridge Drive, Fernandina Beach, FL 32034.

ARTICLE IX. OFFICERS

The name and post office addresses of the officer who shall hold office for the first year of corporate existence or until his successor is elected or appointed is:

<u>NAME</u>	<u>OFFICE</u>
William L. Quirk 2128 Oak Ridge Drive Fernandina Beach, FL 32034	President
Debbie L. Johnson 4153 Captains Way Fernandina Beach, FL 32034	Vice President
Reba G. Quirk 2128 Oak Ridge Drive Fernandina Beach, FL 32034	Secretary/Treasurer

ARTICLE X. REGISTERED AGENT

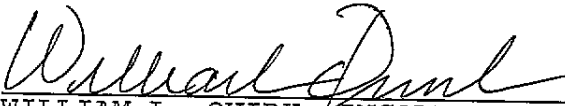
The name and address of the initial registered agent of this corporation is: William L. Quirk, 2128 Oak Ridge Drive, Fernandina Beach, FL 32034.

ARTICLE XI. AMENDMENTS

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholders' meeting by a majority of the issued and outstanding stock entitled to vote thereon, unless all the Directors and all the stockholders sign a written statement manifesting their intention that a certain amendment to these Articles of

Incorporation be made. Each and every action required to be voted upon and thereby approved by the stockholders shall be approved by a majority vote of the stockholders.


EXECUTED this 5th day of June, 2001.

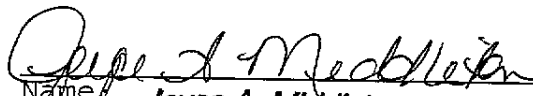

WILLIAM L. QUIRK, INCORPORATOR

STATE OF FLORIDA

COUNTY OF NASSAU

The foregoing instrument was acknowledged before me this 5th day of June, 2001, by WILLIAM L. QUIRK, who is personally known to me or who presented _____ as identification and who did take an oath.

 Joyce A. Middleton
My Commission CC855227
Expires August 19, 2003


Name: Joyce A. Middleton
Notary Public, State of Florida

My Commission Expires:

CERTIFICATION OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the state of Florida.

1. The name of the corporation is:
B-GERT INC.
2. The name and address if the registered agent and office is:

WILLIAM L. QUIRK
(Name)

2128 Oak Ridge Drive
(P. O. Box not acceptable)

Fernandina Beach, FL 32034
(City/State/Zip)

Signature William L. Quirk
(corporate officer)

FILED
01 JUN -8 AM 10:22
SECRETARY OF STATE
TALLAHASSEE FLORIDA

Title INCORPORATOR

Date June 5, 2001

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

Signature William L. Quirk

Date June 5, 2001

Registered Agent Filing Fee: \$35.00