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OFFICE OF
LARRY CROW, P.A.

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JERRY THEOPHILOPOULOS
TRIAL ATTORNEY

July 20, 2001

MAILING ADDRESS
P. O. DRAWER 909
TARPON SPRINGS, FL 34688-0909

Department of State
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32314

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*****78.75 *****78.75

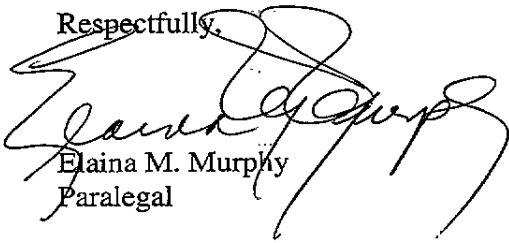
Re: B B'S HOLDINGS, INC.

Dear Sir or Madam:

Enclosed please find an original and (1) copy of the articles of incorporation, along with a check # 1582 in the amount of \$78.75 for the filing fee, Certified Copy.

Should you have any questions, please do not hesitate to contact me.

Respectfully,


Elaine M. Murphy
Paralegal

Enclosure

cc: file

FILED
01 AUG -7 AM 9:51
SECRETARY OF STATE
TALLAHASSEE FLORIDA

*Pls forward to our Law Office
address shown above.*

Thank you

*Saw
8/7/01*



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

July 26, 2001

LARRY CROW, P.A.

PO DRAWER 909
TARPON SPRINGS, FL 34688

SUBJECT: B B'S HOLDINGS, INC.
Ref. Number: W01000017293

We have received your document for B B'S HOLDINGS, 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) 245-6933.

Dale White
Document Specialist
New Filings Section

Letter Number: 401A00043615

*409 E. Davis
At
Tallah
32399*

FILED

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLES OF INCORPORATION

OF

B B ' S ADVENTURES, INC.

The undersigned, ROBERT STUFFLET, does hereby make, subscribe, acknowledge and file these Articles of Incorporation for the purpose of becoming a corporation under the laws of the State of Florida.

ARTICLE I

NAME

The name of this corporation shall be B B 'S ADVENTURES, INC.

ARTICLE II

PRINCIPAL OFFICE

The principal business office of this corporation is 5817 Consuello Dr.,
Holiday, FL 34690.

ARTICLE III

NATURE OF BUSINESS

The general nature of the business to be transacted is any lawful purpose.

The corporation is organized for the purpose of transacting any and all other lawful business and is organized to do such other things as are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing.

ARTICLE IV

CAPITAL STOCK

The capital stock of this corporation shall consist of One Thousand (1,000) shares of common stock at \$1 par value. Any sale of stock shall first be offered to the remaining shareholders.

ARTICLE V

OFFICERS OF THE CORPORATION

The officers of the corporation shall be:

Robert Stufflet, President / CEO

William Shaner, Secretary, Treasurer

ARTICLE VI

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered agent is 5817 Consuello Dr., Holiday, Florida, 34690, and the name of the initial registered agent of this corporation at that address is Robert Stufflet.

ARTICLE VII

MANAGEMENT OF BUSINESS

All corporate powers shall be exercised by and under the authority of, and the business and affairs of this corporation shall be managed under, the direction of the shareholders of this corporation. This corporation will not have directors.

ARTICLE VIII

INCORPORATORS

The name and address of the initial incorporator to these Articles of Incorporation are:

Robert Stufflet
Robert Stufflet, President / CEO
5817 Consuello Drive
Holiday, FL 34690

STATE OF FLORIDA :
COUNTY OF PINELLAS :

The foregoing instrument was acknowledged before me this 01 day of August 2001, by ROBERT STUFFLET who is personally known to me or who has produced proper identification as identification and who did take an oath.



Elaina M. Murphy
Commission # DD 023384
Expires June 22, 2005
Bonded Through
Atlantic Bonding Co., Inc.

Elaina M. Murphy
Notary Public, State of Florida

Commission No. DD 023384

My Commission Expires: 6-22-2005

CERTIFICATE OF DESIGNATION

FILED

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REGISTERED AGENT/REGISTERED OFFICE

SECRETARY OF STATE
TALLAHASSEE FLORIDA

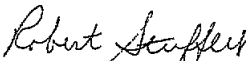
Pursuant to the provisions of Chapter 608, Florida Statutes, the undersigned company, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

- 1) The name of the Company is B B'S ADVENTURES, INC.
- 2) The name and address of the registered agent and office is:

Robert Stufflet
5817 Consuello Dr.
Holiday, Florida 34690


Robert Stufflet, President / CEO

HAVING BEEN NAMED REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED COMPANY 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

By: 
Robert Stufflet, President / CEO

Date: 8/1/01