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P02000054354

May 9, 2002

Secretary of State
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32301

Re: B & Y INVESTMENTS, INC.

Dear Sir/Madam,

Please find enclosed Charter for the above corporation with my check in the amount of \$78.75 for the filing fee.

If you have any questions, please feel free to contact this office.

Sincerely,



Wayne D. Clance

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-05/13/02-01035-020
*****78.75 *****78.75

FILED
2002 MAY 13 PM 1:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

05-16-02

ARTICLES OF INCORPORATION

OF

B & Y INVESTMENTS, INC.

I, the undersigned, subscriber to these Articles of Incorporation, a natural person competent to contract, do hereby form a corporation for profit under the laws of the State of Florida.

ARTICLE I

Name

The name of the corporation shall be:

B & Y INVESTMENTS, INC.

ARTICLE II

Purpose

The corporation shall be entitled to engage in any business activity authorized by the laws of Florida.

ARTICLE III

Shares

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 500 shares of common stock having a par value of one dollar (\$1.00) per share.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE IV

Capital

The amount of capital with which this corporation shall begin business shall be not less than Five Hundred (\$500.00) dollars.

ARTICLE V

Existence

This corporation shall have perpetual existence.

ARTICLE VI

Office

The principle office of the corporation shall be:

10865 CREEKVIEW DR.

Jacksonville, Florida 32225

ARTICLE VII

Directors

The number of directors of this corporation shall be as provided in the By-Laws, but shall not be less than 2 in number.

ARTICLE VIII

Initial Director

The names and addresses of the first Directors of this corporation who, subject to the provisions of the By-Laws of the

corporation, and the laws of the State of Florida, shall hold office for the first year of the corporation existence is:

Paul Budnik
10865 Creekview Drive
Jacksonville, Florida 32223

Steve Caviness
10856 Creekview Drive
Jacksonville, Florida 32225

ARTICLE IX

Subscribers

The name and address of the subscriber of these Articles and the number of shares he agrees to take is as follows:

Wayne D. Clance
326 Lane Ave., S.
Jacksonville, Florida 32254
1 Share

ARTICLE X

Resident Agent

The corporation hereby appoints Wayne D. Clance, 326 Lane Ave., South, Jacksonville, Florida 32254 as resident agent of the corporation. Said agent's acceptance of appointment is represented by his signature attached hereto.



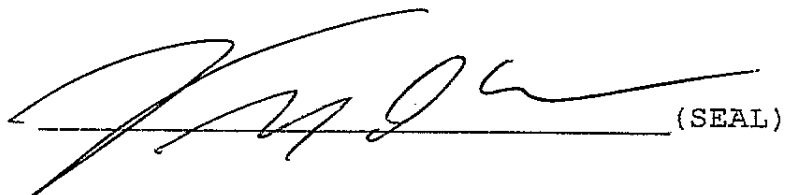
Wayne D. Clance

ARTICLE XI

Amendment

These articles may be amended in the manner provided by law.

IN WITNESS WHEREOF, I, the undersigned, being the original subscriber to the capitol stock hereinbefore named, have hereunto set my hand and seal, this 9th day of May, 2002, for the purpose of forming this corporation to do business both within and without the State of Florida, and in accordance with the laws of the State of Florida, do make and file in the Office of the Secretary of State of the State of Florida these Articles of Incorporation, and certify that the facts herein stated are true.

 (SEAL)

State of Florida

County of Duval

Before me personally appeared Wayne D. Clance known to me to be the person described herein who acknowledged that he executed the foregoing for the purposes therein described on this 9th day of May, 2002.



Notary Public
State of Florida at Large
My Commission Expires:



Terri A Chaffin
My Commission DD109379
Expires April 15, 2006