

JOSEPH L. BOLES, JR.

Attorney at Law

19 Riberia Street
St. Augustine, Florida 32084

Voice: (904) 824-4278
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June 10, 2002

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*****70.00 *****70.00

Corporate Records Bureau
Division of Corporations
Department of State
Post Office Box 6377
Tallahassee, Florida 32303

RE: BD&E Ent., Inc.

Dear Sir/Madam:

Please find enclosed the original and one (1) copy of the Articles of Incorporation for the above-named proposed Florida corporation. Additionally, please find enclosed a check in the amount of \$70.00 representing payment of same.

Please file the enclosed Articles of Incorporation and return a copy to our office.

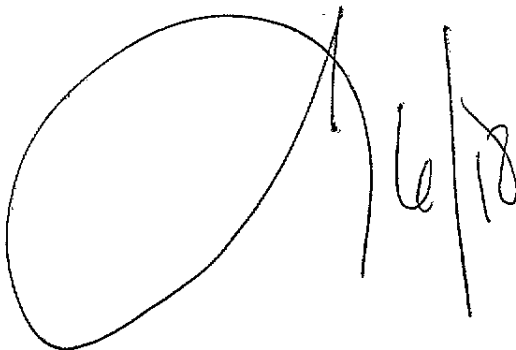
Thank you for your courtesies in this matter.

Sincerely,



Kristi Robertson
Assistant to Mr. Boles

/kwr
enclosures



FILED
02 JUN 17 PM 1:13
SECRETARY OF STATE
TALLAHASSEE FLORIDA

**ARTICLES OF INCORPORATION
OF
BD&E ENT., INC.**

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02 JUN 17 PM 1:13
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THE UNDERSIGNED incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I: The name of this corporation is BD&E Ent., Inc.

ARTICLE II: The principal place of business and mailing address of this corporation is 5 Lisbon Street, St. Augustine, FL 32080.

ARTICLE III: The initial number of shares which this corporation is authorized to have outstanding at any time is 600 shares of common stock having a par value of \$1.00 per share.


ARTICLE IV: The initial registered office of this corporation shall be 19 Riberia Street, St. Augustine, FL 32084, and the initial registered agent of the corporation at such shall be **JOSEPH L. BOLES, JR.**, who upon accepting this designation agrees to comply with the provisions of Section 48.091, Florida Statutes, as amended from time to time, with respect to keeping an office open for service of process.

ARTICLE V: The corporation is to exist perpetually. The corporation shall be able to engage in any and all businesses that are in accordance with any and all State and/or Federal laws

ARTICLE VI: The name and street address of the incorporator to these Articles of Incorporation is:

**BARBARA ELLIS 5 LISBON STREET
ST. AUGUSTINE, FL 32080**

The undersigned has executed these Articles of Incorporation this 13 day of June, 2002.

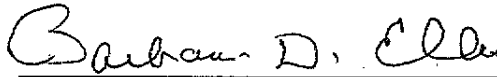


BARBARA ELLIS
TITLE: PRESIDENT

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Section 607.05-1, 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 BD&E Ent., Inc.
2. The name and address of the registered agent and office is: JOSEPH L. BOLES, JR., 19 Riberia Street, St. Augustine, FL 32084.



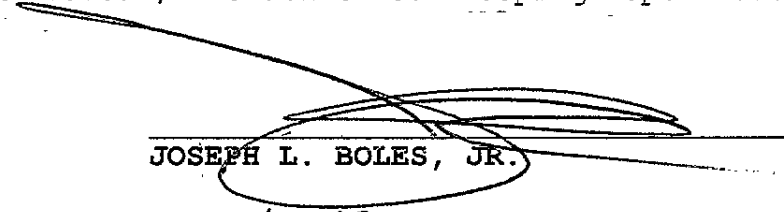
BARBARA ELLIS

TITLE: PRESIDENT

Date: 6-13, 2002

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for BD&E Ent., Inc., at the place designated in the Articles of Incorporation, JOSEPH L. BOLES, JR. agrees to comply with the provisions of Section 48.091, relative to keeping open such office.


JOSEPH L. BOLES, JR.

Date: 6-13- 2002

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SECRETARY OF STATE
TALLAHASSEE FLORIDA