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BGB ENTERPRISES OF FLORIDA, INC.
1044 WINIFRED WAY
LAKELAND, FL 33809
(863) 670-0872

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-10/09/02--01008--009
*****70.00 *****70.00

October 7, 2002

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

Re: ~~BGB ENTERPRISES OF FLORIDA, INC.~~

Dear Sir:

We enclose the original and duplicate copy of the Articles of Incorporation of the above mentioned corporation along with a separate Designation of Resident Agent and our check in the amount of $70.00 representing the filing fee. Upon filing of the Articles, please return a conformed copy to our office.

Very truly yours,

Stephen T. Brown

STEPHEN T. BROWN
President

Enclosures

509-2544
W02-29309

FILED
2002 OCT 21 PM 1:52
STATE
TALLAHASSEE, FLORIDA

cf 10/21/02

FLORIDA DEPARTMENT OF STATE
Jim Smith
Secretary of State

FILED

2002 OCT 21 PM 1:52

OF STATE
TALLAHASSEE FLORIDA

October 10, 2002

BGB ENTERPRISES OF FLORIDA INC.
1044 WINIFRED WAY
LAKELAND, FL 33809

SUBJECT: BGB ENTERPRISES OF FLORIDA, INC.
Ref. Number: W02000029309

We have received your document for BGB ENTERPRISES OF FLORIDA, INC. and your check(s) totaling $70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name of the entity must be identical throughout the document.

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 <u>not acceptable</u>.

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) 245-6973.

Claretha Golden
Document Specialist
New Filings Section

Letter Number: 102A00056679

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLES OF INCORPORATION

OF

BGB ENTERPRISES AND INVESTMENTS, INC.

ARTICLE I - NAME

The name of this corporation is BGB ENTERPRISES AND INVESTMENTS, INC.

ARTICLE II - DURATION

This corporation shall have perpetual existence commencing on the date of filing of these Articles.

ARTICLE III - PURPOSE

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

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue One Thousand (1000) shares of One Dollar ($1.00) par value common stock.

ARTICLE V - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial principal office of this corporation is 1044 Winifred Way, Lakeland, FL 33809 and the name of the initial registered agent of this corporation at that address is STEPHEN T. BROWN.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have two 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 names and addresses of the initial directors of this corporation are:

NAME	ADDRESS
STEPHEN T. BROWN	1044 Winifred Way Lakeland, FL 33809
DENISE BROWN	1044 Winifred Way Lakeland, FL 33809

ARTICLE VIII - INCORPORATORS

The names and addresses of the persons signing these Articles are:

NAME	ADDRESS
STEPHEN T. BROWN	1044 Winifred Way Lakeland, FL 33809
DENISE BROWN	1044 Winifred Way Lakeland, FL 33809

ARTICLE IX - OFFICERS

The names of the officers who, subject to the bylaws and these Articles of Incorporation, shall hold office for the first year of the existence of the corporation or until their successors are duly elected and qualified, shall be:

NAME	OFFICE
STEPHEN T. BROWN	President
DENISE BROWN	Vice President
DENISE BROWN	Secretary

ARTICLE X - SHAREHOLDERS

The names and numbers of shares which the subscribers of these Articles of Incorporation agree to take are:

NAME	SHARES
STEPHEN T. BROWN	100
DENISE BROWN	100

ARTICLE XI - SHAREHOLDERS QUORUM AND VOTING

A majority of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of shareholders. When a specified item of business is required to be voted on by a class or series of stock, a majority of the shares of such class or series shall constitute a quorum for the transaction of such item of business by that class or series. If a quorum is present, the affirmative vote of the majority of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders unless otherwise provided by law. After a quorum has been established at a shareholders meeting, the subsequent withdrawal of shareholders, so as to reduce the number of shareholders entitled to vote at the meeting below the number required for a quorum, shall not affect the validity of any action taken at the meeting or any adjournment thereof.

IN WITNESS WHEREOF, the undersigned subscribers executed these Articles of Incorporation this 17 day of OCTOBER, 2002.

Stephen T. Brown
STEPHEN T. BROWN

DENISE BROWN

STATE OF FLORIDA

COUNTY OF POLK

The foregoing was acknowledged before me this 17 day of OCT., 2002, by STEPHEN T. BROWN and DENISE BROWN, who are personally known to me.

Sue E Gross

Notary Public

(SEAL)

Sue E. Gross
MY COMMISSION # CC938100 EXPIRES
May 18, 2004
BONDED THRU TROY FAIN INSURANCE, INC.

CERTIFICATE DESIGNATING REGISTERED OFFICE AND REGISTERED AGENT SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

IN COMPLIANCE WITH SECTIONS 48.091 AND 607.034, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED:

FIRST--THAT BGB ENTERPRISES AND INVESTMENTS, INC., DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS AT CITY OF LAKELAND, STATE OF FLORIDA, HAS NAMED STEPHEN T. BROWN, LOCATED AT 1044 WINIFRED WAY, CITY OF LAKELAND, STATE OF FLORIDA, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

SIGNATURE Stephen T. Brown

(Corporate Officer)

TITLE PRESIDENT

DATE 10/17/02

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.

SIGNATURE Stephen T. Brown

(Registered Agent)

DATE 10/17/02

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