

Division of Corporations

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Account Name : ANDREW L. ADLER, P.A.
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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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FLORIDA PROFIT CORPORATION OR P.A.

B & P Properties, Inc.

B & P LAND DEVELOPERS, INC.

Certificate of Status	1
Certified Copy	0
Page Count	03
Estimated Charge	\$78.75

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Andrew L. Adler

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Department of State 11/12/2002 7:34 PAGE 1/1 RightFAX



FLORIDA DEPARTMENT OF STATE

Jim Smith
Secretary of State

November 12, 2002

ANDREW L ADLER PA

SUBJECT: B & P PROPERTIES, INC.
REF: W02000032211

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

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Adding "of Florida" or "Florida" to the end of a name is not acceptable.

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If you have any further questions concerning your document, please call (850) 245-6904.

Freida Chesser
Corporate Specialist
New Filings Section

FAX And. #: H02000223841
Letter Number: 202A00061276

**ARTICLES OF INCORPORATION
OF
B & P LAND DEVELOPERS, INC.**

ARTICLE 1: NAME

The name of this Corporation is: B & P Land Developers, Inc.

ARTICLE 2: DURATION

This Corporation shall exist perpetually, commencing as of the date of acceptance and filing of these Articles by the Secretary of State of Florida.

ARTICLE 3: PURPOSE

This Corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE 4: CAPITAL STOCK

This Corporation is authorized to issue 1,000 shares of \$.01 par value common stock.

**ARTICLE 5: INITIAL PRINCIPAL
OFFICE AND MAILING ADDRESS**

The principal office and mailing address of this Corporation is 18218 Abbey Lane, Lutz, FL 33548.

ARTICLE 6: INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is 501 S. Dakota Avenue, Suite 7, Tampa, FL 33606, and the name of the initial registered agent of this Corporation at that address is Andrew L. Adler, Esquire.

ARTICLE 7: INITIAL BOARD OF DIRECTORS

This Corporation initially shall have two (2) directors. 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 is are:

NAME

Benjamin F. Saeger, Jr.

ADDRESS

18218 Abbey Lane
Lutz, FL 33548

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Articles of Incorporation
B & P Land Developers, Inc.
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Paul T. Grieshop

3116 Sunset Lane
Lutz, FL 33549

ARTICLE 8: INCORPORATOR

The name and address of each person signing these Articles is:

NAME

ADDRESS

Benjamin F. Saeger, Jr.

18218 Abbey Lane
Lutz, FL 33548

ARTICLE 9: CUMULATIVE VOTING

At each election for directors, every shareholder entitled to vote at such election shall have the right to cumulate his votes by giving one candidate as many votes as the number of directors to be elected at that time, multiplied by the number of his shares, or by distributing such votes on the same principal among any number of such candidates.

ARTICLE 10: PREEMPTIVE RIGHTS

Each holder of the common stock of this Corporation shall have the first right (subject to adjustments to avoid the issuance of fractional shares) to purchase shares of any other securities that this Corporation may issue from time to time, whether or not such shares are presently authorized, including shares from the treasury of this Corporation, in the ratio that the number of shares of common stock held by such shareholder at the time of the issue bears to the total number of shares of common stock then outstanding. This right is waived by any holder of the common stock who does not exercise it and pay for the stock available for purchase pursuant to such preemptive rights, within 30 days of his receipt of a written notice from this Corporation inviting him to exercise such right.

ARTICLE 11: INDEMNIFICATION

The Corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE 12: BYLAWS

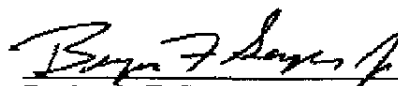
The initial Bylaws shall be adopted by the Board of Directors. The power to alter, amend or repeal the Bylaws or adopt new Bylaws is vested in the Board of Directors, subject to repeal or change by action of the shareholders.

Articles of Incorporation
B & P Land Developers, Inc.
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ARTICLE 13: AMENDMENT

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 8th day of November, 2002.



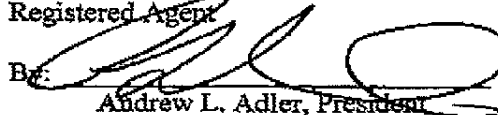
Benjamin F. Saeger, Jr.
Incorporator

ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the above-named corporation at a place designated in these Articles of Incorporation, I hereby accept to act in this capacity, and agree to comply with the provisions of Chapter 48.091, Florida Statutes, relative to keeping open said office for service of process.

Dated this 8th day of November, 2002.

Andrew L. Adler, P.A.
Registered Agent



By: _____
Andrew L. Adler, President