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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Tampa Bay Accounting & Taxes, Inc.

February 3, 2003

FL Department of State
Division of Corporations
409 E Gaines Street
PO Box 6327
Tallahassee, FL 32314

RE: B & N Interprize, Inc

Enclosed please find two sets of originals of the Articles of Incorporation for the above referenced corporation. I have also enclosed a check in the amount of \$70.00 for filing of the Articles of Incorporation (this includes designation of registration agent). I am also including the additional charge for the certified copy of \$8.75.

Thank you for your prompt attention to this matter. If you should have any questions, please give me a call.

Sincerely,



Maureen C. Cabello
President

cc: B & N Interprize, Inc. file

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
B & N INTERPRIZE, INC

The undersigned incorporator to these Articles of Incorporation hereby forms a corporation under the laws of the State of Florida as follows:

ARTICLE I

Name and Address

The name if this Corporation is:

B & N Interprize, Inc

The mailing address and street address of the Corporation are:

334 E Orange Street

Tarpon Springs, FL 34689

ARTICLE II

Term of Existence

This Corporation shall have perpetual existence, commencing upon the date of filing of these Articles with the Florida Department of State.

ARTICLE III

Purpose

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

ARTICLE IV

Powers

This corporation shall have the power:

- (a) To have perpetual succession by its corporate name;
- (b) To sue and be sued, complain, and defend in its corporate name;
- (c) To have a corporate seal, which may be altered at will, and to use it, or a facsimile of it, by impressing, or affixing it or in any other manner reproducing it;
- (d) To purchase, receive, lease or otherwise acquire, own, hold, improve, use, and otherwise deal with real or personal property or any legal or equitable interest in property wherever located;
- (e) To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, and otherwise dispose of all or any part of its property;
- (f) To lend money to, and use its credit to assist, its officers and employees to the full extent permitted by law;
- (g) To make contracts and guarantees, incur liabilities, borrow money, issue its notes, bonds, and other obligations (which may be convertible into or include the option to purchase other securities of the corporation), and secure any of its obligations by mortgage or pledge of any of its property, franchises, and income and make contracts of guaranty and suretyship which are necessary or convenient to the conduct, promotion, or attainment of the business of a corporation the majority of the outstanding stock of which is owned, directly or indirectly, by the contracting corporation; a corporation which owns, directly or indirectly, a majority of the outstanding stock of the contracting corporation; or a corporation the majority of

the outstanding stock of which is owned, directly or indirectly, by a corporation which owns, directly or indirectly, the majority of the outstanding stock of the contracting corporation, which contracts of guaranty and suretyship shall be deemed to be necessary or convenient to the conduct, promotion, or attainment of the business of the contracting corporation, and make other contracts of guaranty and suretyship which are necessary or convenient to the conduct, promotion, or attainment of the business of the contracting corporation;

- (h) To purchase, receive, subscribe for, or otherwise acquire, own, hold, vote, use, sell mortgage, lend, pledge, or otherwise dispose of; and deal in and with, shares or other interests in, or obligations of, any other entity;
- (i) To lend money, invest and reinvest its funds, and receive and hold real and personal property as security for repayment;
- (j) To conduct its business, locate offices and exercise the powers granted by this act within this state;
- (k) To elect directors and appoint officers, employees, and agents of the Corporation and define their duties, fix their compensation, and lend them money and credit;
- (l) To make and amend bylaws, not inconsistent with its Articles of Incorporation or with the laws of this state, for managing the business and regulating the affairs of the Corporation;
- (m) To make donations for the public welfare or for charitable, scientific, or educational purposes;
- (n) To transact any lawful business that will aid governmental policy;

- (o) To pay pensions and establish pension plans, pension trusts, profit sharing plans, share bonus plans, share option plans, and benefit or incentive plans for any of all of its current or former directors, officers, employees and agents and for any or all of the current or former directors, officers, employees and agents of its subsidiaries;
- (p) To provide insurance for its benefit on the life of any of its directors, officers, or employees, or on the life of any shareholder for the purpose of acquiring at his death shares of its stock owned by the shareholder or by the spouse or children of the shareholder; and
- (q) To be a promoter, incorporator, partner, member, associate, or manager of any corporation, partnership, joint venture, trust, or other entity;
- (r) To make payments or donations or do any other act not inconsistent with law that furthers the business and affairs of the corporation;

ARTICLE V

Capital Stock

This Corporation is authorized to issue One Thousand (1000) shares of OneDollar (\$1.00) par value stock, which shall be designated Common Shares.

ARTICLE VI

Initial Registered Office and Agent

The street address of the initial registered office of this Corporation is:

**334 E Orange Street
Tarpon Springs, FL 34689**

and the name of its registered agent at such address is:

Robert C Subic

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

(1) The name and address of the initial directors of the Corporation are:

Name and Address

Robert C Subic, President, Secy
Nancy J C Subic, Vice President, Treasurer
334 E Orange Street
Tarpon Springs, FL 34689

ARTICLE IX

Amendment

These Articles of Incorporation may be amended in the manner provided by law.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation, this day, Monday, February 3, 2003.


Robert C Subic, President

ACCEPTANCE BY REGISTERED AGENT

Having been named as Registered Agent and to accept service of process for the above stated corporation 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.

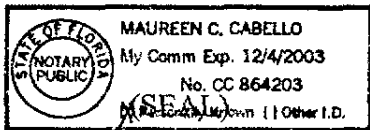
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Date: February 3, 2003

Robert C Subic
Robert C Subic, President

STATE OF FLORIDA
COUNTY OF PINELLAS

The foregoing instrument was acknowledged and sworn to by me this 3rd day
of February, 2003 by Robert C Subic (X) is personally known to me () produced
_____ as identification.



Maureen C Cabello (Signature of Notary)

Maureen C Cabello (Printed Name of Notary)

CC864203 (Serial Number, if any)

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TALLAHASSEE, FLORIDA