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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2-27-03
[Signature]

RONALD S. WEBSTER

COUNSELOR AT LAW

TELEPHONE: (239) 394-8999
FACSIMILE: (239) 394-3511

985 NORTH COLLIER BLVD.
MARCO ISLAND, FLORIDA, 34145

E-MAIL: ronwebster@earthlink.net
INFO: www.ronwebster.com

February 22, 2003

Secretary of State
Division of Corporations
PO Box 6327
Tallahassee, FL 32314

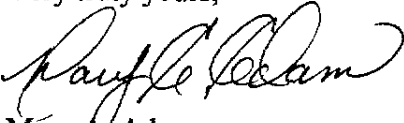
RE: B&G Enterprises, Inc.

Dear Sir or Madam:

Enclosed please find Articles of Incorporation together with a copy relative to the above-mentioned incorporation. Also enclosed is a check in the sum of \$78.75 representing the filing fee in this regard.

Should you have any questions relative to this matter, please do not hesitate to contact this office.

Very truly yours,



Mary A. Adams
Legal Assistant

MAA
enclosure

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
B & G ENTERPRISES OF COLLIER, INC.
A NEW FLORIDA CORPORATION

The undersigned subscribers to these Articles of Incorporation hereby forms a corporation under the laws of the State of Florida.

ARTICLE I

The name of the corporation is: B & G ENTERPRISES OF COLLIER, INC., a new Florida Corporation. The mailing and business address of the corporation is: 340 Collingwood Avenue, Fairfield, CT 06825.

ARTICLE II

The general nature of the business is real estate investments.

ARTICLE III

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 nominal par value of \$1.00 per share. Additional shares may not be issued and all shares must be issued within two years of the date of incorporation. Shares shall consist of one class only.

ARTICLE IV

The amount of capital with which the corporation will begin business is not less than Five Hundred Dollars (\$500.00).

ARTICLE V

The corporation shall exist perpetually.

ARTICLE VI

The street address of the initial registered office of this corporation is Royal Palm Mall, 985 N. Collier Blvd., Marco Island, FL 34145, and the name of its initial Resident Agent is Ronald S. Webster.

ARTICLE VII

The business of this corporation shall be managed by the stockholders rather than by a Board of Director.

The stockholders shall be deemed directors and shall be subject to the liabilities of directors. Any action required of directors may be taken by the stockholders pursuant to law. Each stockholder shall have one vote per share of stock.

ARTICLE VIII

The initial subscribers, incorporators and officers are:

RONALD F. CARAPEZZI
340 Collingwood Avenue
Fairfield, CT 06825

President,
Subscriber and Shareholder

WILLIAM F. CARAPEZZI
1208 Eddington Place, E 103
Marco Island, FL 34145

Vice President, Treasurer and
Subscriber

ARTHUR SQUICCIARINI
18829 Halyard Point Lane
Cornelius, NC 28031

Vice President, Secretary and
Subscriber

ARTICLE IX

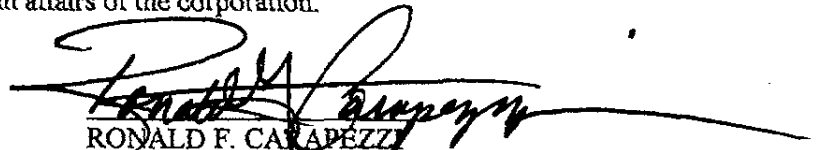
The stock of the corporation shall bear a restrictive legend which shall require an offering to the other stockholders before sale to a third person.


ARTICLE X


These Articles may be amended only by a unanimous consent of the stockholder.

ARTICLE XI

The stockholder may enact By-Laws, if desired, or may enter into written agreements as to the conduct of certain affairs of the corporation.


RONALD F. CARAPEZZI
President, Subscriber and
Shareholder


WILLIAM F. CARAPEZZI
Vice President, Treasurer
And Subscriber


ARTHUR SQUICCIARINI
Vice President, Secretary and
Subscriber

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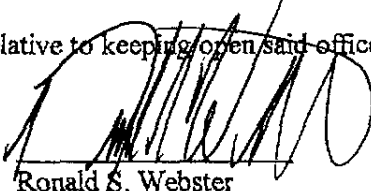
**CERTIFICATE DESIGNATING PLACE OF BUSINESS OF DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED**

In pursuance of Chapter 48.901, Florida Statutes, the following is submitted, in compliance with said act.

First—That B & G ENTERPRISES OF COLLIER, INC., a new Florida Corporation, desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation at Marco Island, County of Collier, State of Florida, has named RONALD S. WEBSTER, with offices located at Royal Palm Mall, 985 N. Collier Boulevard, Marco Island, County of Collier, State of Florida, as its agent to accept service of process within this State.

ACKNOWLEDGMENT

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.


Ronald S. Webster
Resident Agent