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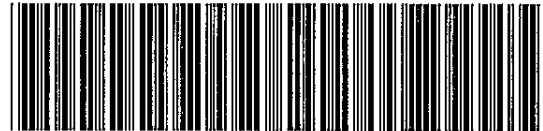
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OFFICE OF THE STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

03 MAR 21 AM 11:52

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12/26/03



CORPORATION SERVICE COMPANY™

ACCOUNT NO. : 072100000032

REFERENCE : 975727 150991A

AUTHORIZATION :

COST LIMIT : PREPAID

ORDER DATE : March 20, 2003

ORDER TIME : 11:04 AM

ORDER NO. : 975727-005

CUSTOMER NO: 150991A

CUSTOMER: Greg Reymann, Esq.
Gould Cooksey Fennell O'Neill
Marine Carter & Hafner, P.a.
979 Beachland Boulevard

Vero Beach, FL 32963

DOMESTIC FILING

NAME: B & D CORP.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
____ CERTIFICATE OF LIMITED PARTNERSHIP
____ ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
____ PLAIN STAMPED COPY
XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Amanda Haddan - EXT. 1155

EXAMINER'S INITIALS: _____

**ARTICLES OF INCORPORATION
OF
B & D CORP.**

03 MAR 21 11:10:59
VERO BEACH, FLORIDA
CLERK OF DISTRICT COURT

The undersigned incorporator hereby executes and acknowledges these Articles of Incorporation for the purpose of forming a corporation for profit in accordance with the laws of the State of Florida.

ARTICLE I

NAME

The name of this corporation is **B & D Corp.** The address of the principal office of the corporation is 1070 12th Street, Vero Beach, Florida 32960, and the mailing address is the same.

ARTICLE II

BUSINESS AND PURPOSES

The general purpose for which this corporation is organized is the transaction of any and all lawful business for which corporations may be incorporated under the Business Corporation Act of the State of Florida, and any amendments thereto, and in connection therewith, this corporation shall have and may exercise any and all powers conferred from time to time by law upon corporations formed under such Act.

ARTICLE III

AUTHORIZED SHARES

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is one hundred (100) shares of common stock having par value of \$.01, each and all of which shall be paid for in lawful money of the United States of America or in

property, labor or services; provided further that where said stock is paid for in or by labor, property or services, such valuation shall be fixed by the incorporators or by the Board of Directors in the amount provided for by Statute and the stock shall be fully paid and non-assessable.

ARTICLE IV

TERM OF EXISTENCE

This corporation is to exist perpetually unless sooner dissolved according to law.

ARTICLE V

PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation, to include treasury shares and authorized but unissued shares, of the same kind, class or series, as to 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

OFFICERS

The names and address of the officers of this corporation who shall hold office for the first year or until their successors are chosen and have qualified are as follows:

NAME AND ADDRESS

OFFICE

Chris Dean
1070 12th Street
Vero Beach, FL 32960

President

Lisa Brackett
1070 12th Street
Vero Beach, FL 32960

Vice President/
Secretary/Treasurer

ARTICLE VII

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is: 979 Beachland Boulevard, Vero Beach, Florida, 32963, and the name of the initial registered agent of this corporation at that address is T. Gregory Reymann, II.

ARTICLE VIII

INITIAL BOARD OF DIRECTORS

This corporation shall have two (2) 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). It shall not be required that the directors be stockholders of the corporation; however, all directors shall be required to possess the same professional qualifications as shareholders are required to possess. The names and addresses of the initial directors of this corporation are:

<u>NAME</u>	<u>ADDRESS</u>
Chris Dean	1070 12th Street Vero Beach, FL 32960
Lisa Brackett	1070 12th Street Vero Beach, FL 32960

ARTICLE IX

INCORPORATOR

The name and address of the person signing these Articles are:

<u>NAME</u>	<u>ADDRESS</u>
T. Gregory Reymann, II	979 Beachland Boulevard Vero Beach, FL 32963

ARTICLE X
VOTING TRUSTS

No shareholder of this corporation shall enter into a voting trust agreement or any other type of agreement vesting in another person the authority to exercise the voting power of any or all of his shares.

ARTICLE XI
RESTRAINT ON ALIENATION OF SHARES

The Board of Directors is hereby specifically authorized to adopt Bylaws restraining the alienation of shares and providing for the purchase or redemption by the corporation of its shares; provided, however, that such provisions dealing with the purchase or redemption by the corporation of its shares may not be invoked at a time or in a manner that would impair the capital of the corporation. No shareholder of this corporation may sell or transfer his share of the stock in this corporation except to another individual who is eligible to be a shareholder of the corporation, and such sale or transfer may be made only after the same shall have been approved by no less than a majority of the outstanding stock. If any officer, shareholder, director, agent, or employee of this corporation who has been rendering professional services to the public shall become legally disqualified to render such professional services within the State, or shall be elected to office or shall accept employment which, pursuant to existing laws, shall place restrictions or limitations upon his continuing the rendering of such professional services, then he shall sever all employment with, and financial interest in, this corporation forthwith, and such shareholder's shares shall immediately become subject to purchase by this corporation in accordance with the Bylaws adopted by the Board of Directors.

ARTICLE XII

AMENDMENT


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

ARTICLE XIII

INDEMNIFICATION

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

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation, this 19th day of March, 2003.



T. Gregory Reymann, II
Incorporator

ACCEPTANCE OF DESIGNATION OF REGISTERED AGENT

The undersigned hereby accepts the designation of registered agent on behalf of B & D Corp. and acknowledges that he is familiar with and accepts the obligations provided for in Florida Statute Section 607.0505.



T. Gregory Reymann, II

