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TALLAHASSEE, FLORIDA

12-20-04
B

Phyllis Bonspille
P.O. Box 970754
Boca Raton, FL 33497
(561) 482-1380

December 3, 2004

Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: B B Enterprises, Inc.

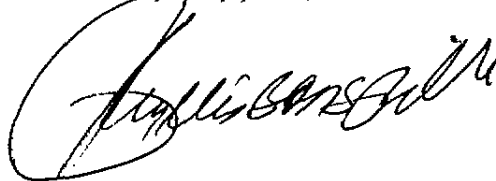
Dear Sir/Madam:

Enclosed please find the original executed Articles of Incorporation and a copy of same for the above referenced corporation along with the Certificate Designating Place of Business or Domicile for the Service of Process. I have also enclosed a check in the amount of \$78.75 representing the filing fee and Certified Copy for same.

Please file and return to me a stamped copy of the Articles of Incorporation in the enclosed return envelope along with the Certificate of Incorporation.

If you have any questions, please do not hesitate to contact me.

Very truly yours,



Phyllis Bonspille

W-44793
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CLERK



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

December 8, 2004

PHYLLIS BONSPILLE
PO BOX 970754
BOCA RATON, FL 33497

SUBJECT: B B ENTERPRISES, INC.
Ref. Number: W04000044793

We have received your document for B B ENTERPRISES, INC., however, upon receipt of your document no check was enclosed. Please send a check or money order payable to the Department of State for \$78.75.

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 not acceptable.

An effective date may be added to the Articles of Incorporation **if a 2005 date is needed**, otherwise the date of receipt will be the file date. **A separate article must be added to the Articles of Incorporation for the effective date.**

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) 245-6919.

Beth Register
Document Specialist Supervisor
New Filings Section

Letter Number: 304A00068595

**ARTICLES OF INCORPORATION
OF
PHYL'S ENTERPRISES, INC.**

The undersigned, for the purposes of forming a corporation for profit, pursuant to the laws of the State of Florida, does hereby adopt the following Articles of Incorporation:

ARTICLE I

NAME

The name of this corporation is **PHYL'S ENTERPRISES, INC.**

ARTICLE II

DURATION

This corporation shall have perpetual existence commencing on the date of the filing of the Articles of Incorporation by the Department of State.

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 (1,000) shares of \$1 par value common stock, which shall be designated "Common Shares."

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TALLAHASSEE, FLORIDA

ARTICLE V
VOTING RIGHTS

Each share of common stock of this corporation shall entitle the holder of record thereof to one (1) vote upon each proposal presented at lawful meetings of the stockholders.

ARTICLE VI
INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The street address of the initial registered office of this corporation is 11 063 Model Circle E, Boca Raton, Florida 33428 and the name of the initial registered agent is PHYLLIS BONSPILLE of this Corporation at that address of 11 063 Model Circle E., Boca Raton, Florida, 33428.

ARTICLE VII
INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time by the by-laws, but never less than one (1). The name and address of the initial director of this corporation is:

PHYLLIS BONSPILLE
P.O. BOX 970754
BOCA RATON, FL 334978

ARTICLE VIII
FIRST OFFICER

The name of the first officer of the corporation, who shall hold office for the first year of existence of the corporation or until his successor is elected and qualified is as follows:

President:	PHYLLIS BONSPILLE
Vice-President:	PHYLLIS BONSPILLE
Treasurer:	PHYLLIS BONSPILLE
Secretary:	PHYLLIS BONSPILLE

ARTICLE IX
INCORPORATOR

The name and address of the incorporator is: **PHYLLIS BONSPILLE**
11063 Model Circle E., Boca Raton, Florida 33428


ARTICLE X
BY-LAWS

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and the Stockholders.

ARTICLE XI
AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved the Board of Directors, proposed by them to the Stockholders and approved at a meeting of the Stockholders by two-thirds of the stock entitled to vote thereon, unless all the Directors and all the Stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, the undersigned Subscriber has executed these Articles of Incorporation on this 17th day of December, 2004.


PHYLLIS BONSPILLE, Incorporator

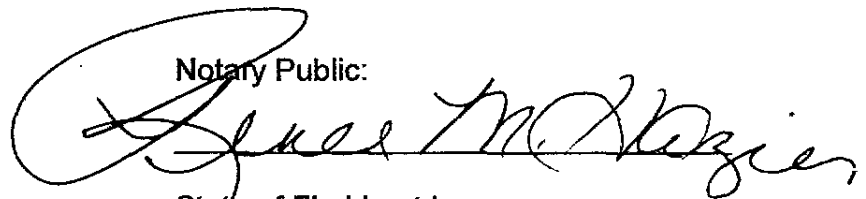
STATE OF FLORIDA }
COUNTY OF PALM BEACH }

BEFORE ME, a notary public authorized to take acknowledgments in the State and County set forth above, personally appeared **PHYLLIS BONSPILLE** known to me and known by me to be the persons who executed the foregoing Articles of Incorporation, and who has produced driver's license as identification and who did take an oath and acknowledged before me that she executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal, in the State and County aforesaid, this 17th day of December, 2004.



Renee M. Hazien
MY COMMISSION # DD039750 EXPIRES
August 5, 2005
BONDED THRU TROY FAIR INSURANCE, INC.

Notary Public:

State of Florida at Large
My Commission Expires: (Seal)

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR
DOMICILE FOR THE SERVICE OF PROCESS WITHIN
FLORIDA, NAMING AGENTS UPON WHOM PROCESS MAY BE SERVED**

In compliance with Section 48.091, Florida Statutes, the following is submitted:

FIRST- that , desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at 11063 Model Circle E., Boca Raton, Florida 33428 has named PHYLLIS BONSPILLE located at 11063 Model Circle E., Boca Raton, Florida 33428 as its agent to accept service of process within the State of Florida.

SIGNATURE: _____


PHYLLIS BONSPILLE

TITLE: Incorporator

DATE: December 17th, 2004

ACCEPTANCE

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: _____


PHYLLIS BONSPILLE

TITLE: REGISTERED AGENT

DATE: December 17th, 2004

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TALLAHASSEE, FLORIDA