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FLORIDA PROFIT/NON PROFIT CORPORATION

B & D Systems Development, Inc.

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ARTICLES OF INCORPORATION
OF
B & D SYSTEMS DEVELOPMENT, INC.

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CLERK OF STATE
TALLAHASSEE, FLORIDA

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

ARTICLE I

Name and Principal Office

The name of the corporation shall be B & D Systems Development, Inc. The principal office address and mailing address of the corporation shall be 5012 Cypress Trace Drive, Tampa, Florida 33624.

ARTICLE II

Term of Existence

The corporation shall have perpetual existence, commencing on February 5, 2007.

ARTICLE III

Purpose

The general purpose of the corporation shall be to transact any and all lawful business for which corporations may be incorporated under Florida law.

ARTICLE IV

Powers

The corporation shall have all powers conferred by the laws of the State of Florida upon corporations.

ARTICLE V

Capital Stock

The corporation is authorized to issue ten million (10,000,000) shares of common voting stock having a par value of one cent (\$.01) per share. All or any part of the capital stock may be paid for in cash, in property, or in labor or services actually performed for the corporation. All stock shall be fully paid for when issued and shall be non-assessable.

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ARTICLE VI
Registered Office and Agent

The street address of the initial registered office of the corporation shall be 305 South Boulevard, Tampa, Florida 33606, and the name of its initial registered agent at such address shall be Alfred A. Colby.

ARTICLE VII
Directors

The corporation shall initially have four (4) directors. The number of directors may be increased or decreased from time to time by the shareholders, provided that the corporation shall always have at least one director. The shareholders of the corporation may remove any director from office at any time with or without cause.

ARTICLE VIII
Initial Directors

The name and street address of the initial directors of the corporation, who shall serve until their successors are duly elected and qualified, shall be:

Don Duke
5012 Cypress Trace Drive
Tampa, Florida 33624

Kimberly Duke
5012 Cypress Trace Drive
Tampa, Florida 33624

Bruce Waterbury
5520 Gunn Highway, Apt. 1413
Tampa, Florida 33624

Clair Waterbury
5520 Gunn Highway, Apt. 1413
Tampa, Florida 33624

ARTICLE IX
Transactions with Corporations

No contract or other transaction between the corporation and any other corporation, and no other contract or transaction of the corporation, shall in any way be affected or invalidated by the fact that any director or officer of the corporation has a monetary or other interest in the other corporation, or is a director or officer of the other corporation. Any director or officer may be a member, may be a party to, or may have a monetary or other interest in any contract or transaction of the corporation, provided that the fact that he is so interested shall be disclosed or shall have been known to the Board of Directors. Any director or officer of the corporation who is also a director or officer of such other corporation or member of such firm, or who is so interested, may be counted in determining the existence of a quorum at any meeting of the Board of Directors of the corporation which shall authorize any such contract or transaction, with like force and effect as if he were not such officer or director of such other corporation or member of such firm, or not so interested.

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ARTICLE X
Bylaws

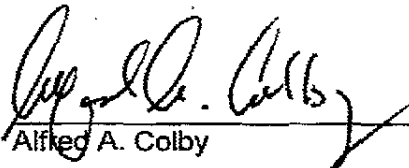
(a) The power to adopt bylaws for the corporation, to alter, amend, or repeal said bylaws, and to adopt new bylaws shall be vested in the Board of Directors of the corporation; provided, however, that any bylaw or amendment thereto as adopted by the Board of Directors may be altered, amended, or repealed by vote of the shareholders entitled to vote thereon, or a new bylaw in lieu thereof may be adopted by such vote.

(b) The bylaws of the corporation shall be for the government of the corporation and may contain any provisions or requirements for the management or conduct of the affairs and business of the corporation, provided that the bylaws are not inconsistent with the provisions of these Articles of Incorporation or contrary to the laws of the State of Florida or of the United States.

ARTICLE XI
Amendment

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

The undersigned incorporator has executed these Articles of Incorporation this 5th day of February, 2007.


Alfred A. Colby

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CERTIFICATE DESIGNATING REGISTERED AGENT AND OFFICE

In compliance with Sections 48.091 and 607.0501, Florida Statutes, the following is submitted:

That B & D Systems Development, Inc., desiring to organize under the laws of the State of Florida, has named Alfred A. Colby, 305 South Boulevard, Tampa, Florida 33606, as its agent to accept service of process within the State of Florida.

DATED this 5th day of February, 2007.


Alfred A. Colby, its Incorporator

ACCEPTANCE

Having been named to accept service of process for the above named corporation at the place designated in this certificate, I hereby agree to act in this capacity, and I further acknowledge that I am familiar with and agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties as registered agent.

DATED this 5th day of February, 2007.


Alfred A. Colby

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