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August 30, 2007

BOSWELL & DUNLAP LLP PO DRAWER 30 BARTOW, FL 33831

SUBJECT: BCB, INC.

Ref. Number: W07000042823

We have received your document for BCB, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

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.

Please return the corrected 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) 245-6955.

Letter Number: 507A00052088

Suzanne Hawkes Document Specialist New Filing Section

# BOSWELL & DUNLAP LLP

# ATTORNEYS AT LAW

Clarence A. Boswell 1902-2005

Established 1900

Charles E. Bentley Dabney L. Conner W. A. "Drew" Crawford George T. Dunlap, III Keith D. Miller Frederick J. Murphy, Jr. Sean R. Parker Donald H. Wilson, Jr.

August 27, 2007

P.O. Drawer 30 Bartow, Florida 33831

245 South Central Avenue Bartow, Florida 33830 Phone: (863) 533-7117 Fax: (863) 533-7412

Sender's e-mail address: kdm@bosdun.com

Department of State Division of Corporations Post Office Box 6327 Tallahassee, Florida 32314

Re: BCB, Inc.

Dear Sir/Madam:

Please find enclosed an original and one (1) copy of the Articles of Incorporation of BCB, Inc., and my check in the amount of \$78.75 to cover the costs of filing the articles of incorporation for the above-reference corporation.

Thank you and if you have any questions, please do not hesitate contact my assistant Lanette, or myself.

Sincerely,

**BOSWELL & DUNLAP, LLP** 

Keith D. Miller

KDM/Im Enclosure

# BOSWELL & DUNLAP LLP

#### ATTORNEYS AT LAW

Clarence A. Boswell 1902-2005

Established 1900

Charles E. Bentley
Dabney L. Conner
W. A. "Drew" Crawford
George T. Dunlap, III
Keith D. Miller
Frederick J. Murphy, Jr.
Sean R. Parker

Donald H. Wilson, Jr.

September 7, 2007

P.O. Drawer 30 Bartow, Florida 33831

245 South Central Avenue Bartow, Florida 33830 Phone: (863) 533-7117 Fax: (863) 533-7412

Sender's e-mail address: kdm@bosdun.com

Department of State Division of Corporations Post Office Box 6327 Tallahassee, Florida 32314

Re: BCB Partnership, Inc.

Dear Sir/Madam:

Pursuant to your August 30, 2007, correspondence, please find enclosed a copy of your correspondence and an original and one (1) copy of the Articles of Incorporation of BCB Partnership, Inc.. I previously provided you a check in the amount of \$78.75 to cover the costs of filing the articles of incorporation for the above-reference corporation.

Thank you and if you have any questions, please do not hesitate contact my assistant Lanette, or myself.

Sincerely,

**BOSWELL & DUNLAP, LLP** 

Keith D. Miller

KDM/lm Enclosure

#### ARTICLES OF INCORPORATION

OF

#### BCB PARTNERSHIP, INC.

The undersigned subscriber to these Articles of Incorporation, competent to contract, hereby forms a corporation for profit under the laws of the State of Florida.

#### ARTICLE I - NAME

The name of the corporation is BCB PARTNERSHIP, INC.

## ARTICLE II - PURPOSE

The Corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida.

## ARTICLE III - CAPITAL STOCK

The total authorized capital stock of this Corporation shall be 1,000 shares of common stock at \$1.00 par value, all of said common stock fully paid and non-assessable.

# ARTICLE IV - PREEMPTIVE RIGHTS

The shareholders of this Corporation shall have preemptive rights to the Corporation's common stock.

# ARTICLE V - IDEMNITY

The Corporation shall indemnify to the fullest extent permitted by the Florida Business Corporation Act any person who has been made, or is threatened to be made, a party to an action, suit, or proceeding, whether civil, criminal, administrative, investigative, or otherwise (including an action, suit or proceeding by or in the right of the Corporation), by reason of the fact that the person is or was a director or officer of the

Corporation, or a fiduciary within the meaning of the Employee Retirement Income Security Act of 1974 with respect to an employee benefit plan of the Corporation, or serves or served at the request of the Corporation as a director, or as an officer, or as a fiduciary of an employee benefit plan, of another corporation, partnership, joint venture, trust or other enterprise. In addition, the Corporation shall pay for or reimburse any expenses incurred by such persons who are parties to such proceedings, in advance of the final disposition of such proceedings, to the full extent permitted by the Florida Business Corporation Act.

#### ARTICLE VI - TERM OF EXISTENCE

The Corporation shall have perpetual existence, unless sooner dissolved according to law.

#### ARTICLE VII - FLORIDA CONTROL-SHARE ACQUISITION

The Florida Control-Share Acquisition sections of the Florida Business Corporation Act (Sections 607.0901 through 607.0903, Fla.Stat.) shall not be applicable to this Corporation.

# ARTICLE VIII - ADDRESS OF PRINCIPAL OFFICE(S)

The principal office of this Corporation shall be 280 South Wilson Avenue, Bartow, Florida, 33830, but the Corporation shall have the power to establish branch offices and other places of business at such other place within or without the State of Florida, as may be determined and deemed expedient by the Board of Directors.

# ARTICLE IX - MAILING ADDRESS

The mailing address of this Corporation shall be 280 South Wilson Avenue, Bartow, Florida, 33830, but the Corporation shall

have the power to establish other mailing addresses at such other place within or without the State of Florida, as may be determined and deemed expedient by the Board of Directors.

#### ARTICLE X - DIRECTORS

This Corporation shall have three (3) Directors initially. The number of Directors may be increased or diminished from time to time according to By-Laws adopted by the Stockholders, but shall never be less than one.

#### ARTICLE XI - ORIGINAL DIRECTORS

The names and addresses of the members of the first Board of Directors, are:

GLENN GIDDENS: 280 South Wilson Avenue

Bartow, Florida 33830

RICK FISCHER: 280 South Wilson Avenue

Bartow, Florida 33830

ANTHONY TERESI: 280 South Wilson Avenue

Bartow, Florida 38830

## ARTICLE XII - SUBSCRIBER

The name and address of the Subscriber to the Certificate of Incorporation of this Corporation, is:

GLENN GIDDENS:

280 South Wilson Avenue Bartow, Florida 33830

IN WITNESS WHEREOF, the Subscriber has hereunto set his hand and seal and acknowledges and files the foregoing Articles of Incorporation in the office of the Secretary of State, this 27th day of August 2007.

SLENN GIDDEN

## STATE OF FLORIDA COUNTY OF POLK

. BEFORE ME personally appeared GLENN GIDDENS, to me well known and known to me to be the individual described in and who executed the foregoing Articles of Incorporation, who is personally known or who has produced identification and who did (did not) take and an oath, acknowledged before me that they executed the same for the purposes therein expressed.

WITNESS my hand and official seal in the County of Polk and State of Florida, this 200 day of August, 2007.

\_\_\_\_\_\_Notary Public
My Commission Expires:\_\_\_\_\_



CONSENT TO SERVE AS REGISTERED AGENT, CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE AND THE MING AGENT UPON WHOM PROCESS MAY BE SERVED

Pursuant of Section 48.091, <u>Fla.Stat.</u>, the foliowing is submitted, in compliance with said Section:

BCB PARTNERSHIP, INC., desiring to organize under the Laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation, in the City of BARTOW, State of FLORIDA, has named, KEITH D. MILLER, ESQUIRE, Boswell & Dunlap, LLP, located at 245 South Central Avenue, Bartow, Florida, 33831 as its Agent to accept Service of Process within this State.

#### ACKNOWLEDGEMENT

Having been named as registered agent and to accept service of process for the above stated Professional Service 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 all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as registered agent.

Dated this September  $10^{14}$ , 2007.

REGISTERED AGENT