

P12000090559

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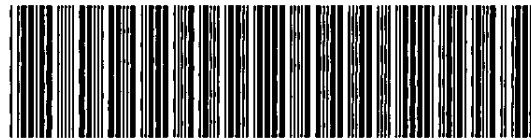
(Business Entity Name)

(Document Number)

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12 OCT 26 AM 11:33  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

51684-213



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

September 24, 2012

PIERRE AND ASSOCIATES L.L.C  
4595 HYPOLUXO RD SUITE 2  
LAKE WORTH, FL 33463

SUBJECT: B & N HOLDINGS, INC.  
Ref. Number: W12000048915

We have received your document for B & N HOLDINGS, 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) 245-6052.

Justin M Shivers  
Regulatory Specialist II  
New Filing Section

Letter Number: 612A00023775

**PIERRE AND ASSOCIATES L.L.C.**  
**4595 HYPOLUXO RD SUITE 2**  
**LAKE WORTH, FLORIDA 33463**  
**(561) 855-6208**

September 18, 2012

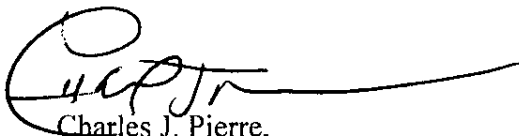
State of Florida, Dept of State  
Division of Corporation  
Registration Section  
P.O. Box 6327  
Tallahassee, FL 32314

Gentlemen:

Enclosed is a check in the amount of \$78.75 to cover the filing fees of the articles of incorporation of B & N HOLDINGS INC. and the designation of its registered agent.

Please do not hesitate to call or write me if there any questions and/or concerns.

Sincerely,

A handwritten signature in black ink, appearing to read 'CJP', with a long horizontal flourish extending to the right.

Charles J. Pierre,  
Managing Member

# ARTICLES OF INCORPORATION OF

B & N EQUITY HOLDINGS INC.

## ARTICLE I Name of Corporation

The name of this corporation is B & N EQUITY HOLDINGS INC.

## ARTICLE II Purpose

Organized primarily as an investment portfolio, B & N EQUITY HOLDINGS INC. will, with the approval of its Board, transact any and all lawful business permitted under the laws of the United States and the State of Florida.

## ARTICLE III Capital Stock

Initially, this Corporation is authorized to issue 10,000 shares of common stock at \$0.01 dollar par value.

## ARTICLE IV Corporate existence and Date of Operation

This corporation shall exist for a perpetual period of time. It shall have offices throughout and outside the State of Florida.

## ARTICLE V Capital Stock Voting Rights

Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of outstanding common shares.

## ARTICLE VI Principal Place of Business

The initial place of business is 758 Gazetta Way, West Palm Beach, Florida 33413. The mailing address is the same as the initial place of business. The Board of Directors may from time to time move the principal office to any other address in Florida and establish branch offices at any other place within or without the State of Florida.

STATE OF FLORIDA  
TALLAHASSEE

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ARTICLE VII  
Initial Board of Directors

Initially, this corporation shall have two directors. The number of directors may increase depending on business needs, but may never be less than one. The directors shall hold office for the first year of existence of the corporation and until their successors are elected or appointed according to the by-laws. The name and address of the initial directors are as follows:

Bill Brutus, President  
758 Gazette Way  
Wellington, FL 33449  
(561) 633-7518

Natalie Brutus, Director  
758 Gazette Way  
West Palm Beach, FL 33413  
(561) 633-7518

ARTICLE VIII  
Incorporator

The name and address of the incorporator is:

Bill Brutus, President  
758 Gazette Way  
West Palm Beach, FL 33413  
(561) 633-7518

ARTICLE IX  
Registered Agent

Bill Brutus is the initial registered agent of B & N EQUITY HOLDINGS INC. and his office is located at 758 Gazette Way, West Palm Beach, FL 33413.

Having been named as registered agent and to accept service of process for the above stated corporation B & N EQUITY HOLDINGS INC. 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 of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent as provided for in chapter 607, F.S.

Bill Brutus

Registered Agent's Signature

ARTICLE X  
Amendment

These articles may be altered, amended or repealed and new articles may be adopted at any regular or special meetings of the Board of Directors and ratified by the majority of the shareholders.

The undersigned incorporator has executed these articles of incorporation this September 14, 2012 to be conformed with the laws of the State of Florida and bound by State Statutes regulating information, liability, rights, privileges and immunities of a Corporation.

Bill Brutus

Bill Brutus

STATE OF FLORIDA

COUNTY OF PALM BEACH

Before me, the undersigned authority, duly licensed to administer oaths and take acknowledgements, personally appeared BILL BRUTUS who

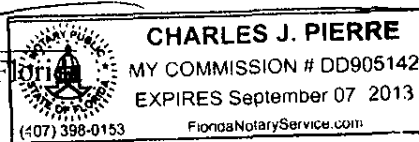
✓ is personally known to me

       produced Florida driver license as identification who after duly sworn, on oath deposes and says that he has read the foregoing, and the facts contained therein are true to the best of his knowledge.

SWORN TO and subscribed before me this 20th day of October, 2012.

*Charles J. Pierre*

NOTARY PUBLIC, State of Florida  
My Commission expires:



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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA