

B & R Enterprises Inc.  
One South Ocean Blvd - Suite 207B  
Boca Raton Florida 33432

P9500000 1839

December 9, 1994

State of Florida  
Department of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, Florida 32314

RECEIVED  
JAN 10 1995  
\*\*\*\*\*20.00 \*\*\*\*\*20.00

Re: Incorporation of B & R Enterprises Inc.

Dear Sirs:

Enclosed please find one executed notarized Certificate of Incorporation and one executed Certificate Designating Place of Business or Domicile for the Service of Process Within this State and Naming Agent Whom Process May Be Served along with our check in the amount of \$70.00 representing the incorporation fee of the above corporation.

Please file the corporation of record and return to the undersigned in the self addressed enclosed envelope, a filing receipt for our records.

Thank you in advance for your assistance in this matter.

Very truly yours,

  
Joseph Bisignano  
  
Richard Niddam

2467A/20

F. CHESSEY JAN 9 1995

894-A 43331  
27000  
W-



FLORIDA DEPARTMENT OF STATE

Jim Smith  
Secretary of State

December 21, 1994

JOSEPH DISIGNANO  
ONE SOUTH OCEAN BLVD SUITE 207B  
BOCA RATON, FL 33432

SUBJECT: B & R ENTERPRISE INC.  
Ref. Number: W94000027000

We have received your document for B & R ENTERPRISE INC. and your check(s) totaling \$700.00. 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. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

Please return 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 (904) 487-6904.

Freida Chesser  
Corporate Specialist

Letter Number: 194A00053863

ARTICLES OF INCORPORATION

OF  
N & B ENTERPRISES, INC.

The undersigned for the purpose of forming a corporation under the Florida General Corporation Act of the State of New Florida hereby adopts the following articles of incorporation:

ARTICLE ONE  
NAME

The name of the corporation is N & B ENTERPRISES  
INC.

ARTICLE TWO  
DURATION

The duration and term of existence of the Corporation is to be perpetual.

ARTICLE THREE  
PURPOSE

The Corporation is formed for the following purpose or purposes:

To purchase, sell, market, distribute, export, import and generally deal in and with, at wholesale and retail, as sales, business, special or general agent, representative, and in any other lawful capacity, products and services of every kind and description.

To purchase, receive, lease or otherwise acquire and to manage, hold, own, use, improve, convey, sell, mortgage or otherwise deal in and with personal property of every nature and description and lands, buildings and real property of every nature and description, or any interest therein.

To transact any lawful business for which corporations may be organized under the Florida General Corporation Act.

#### ARTICLE FOUR

##### CAPITAL STOCK

The aggregate number of shares which the Corporation shall have authority to issue is one hundred (100), all of which are of one class of common stock with a par value of \$1.00.

#### ARTICLE V PREEMPTIVE RIGHTS GRANTED

Each shareholder of any class of stock of this corporation shall be entitled to full preemptive rights to purchase any unissued or treasury shares of the corporation and any securities of the corporation convertible into or carrying a right to subscribe to or acquire any unissued or treasury shares.

#### ARTICLE VI REGISTERED OFFICE

The street address of the initial registered office of the corporation is One South Ocean Blvd. Suite 207B, Boca Raton Florida 33432 and the name of the initial registered agent at that address is Richard Niddam.

#### ARTICLE VII DIRECTORS

7.01. The initial board of directors of the corporation shall consist of two (2) members.

7.02. The names and addresses of the first board of directors are:

Name: Joseph Bisignano  
Address: 5820 Town Bay Drive, Apt 339  
Boca Raton, FL 33486

Name: Richard Niddam  
Address: 627 Sand Pine Circle, Apt. 3128  
Deerfield Beach, FL 33441

#### ARTICLE VIII INCORPORATORS

The name and addresses of the incorporators are:

Name: Joseph Bisignano  
Address: 5820 Town Bay Drive, Apt 339

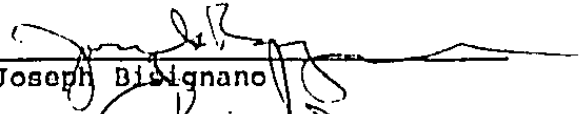

Boca Raton, FL 33486

Name: Richard Niddam  
Address: 627 Sand Pine Circle, Apt. 3128  
Doorfield Beach, FL 33441

ARTICLE IX  
COMMENCEMENT OF EXISTENCE

The corporation shall commence its existence on the date of the filing of these Articles.

IN WITNESS WHEREOF, We have subscribed our names  
this day of December 1994.

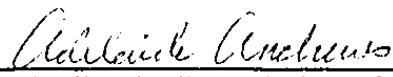
  
Joseph Bisignano  
  
Richard Niddam

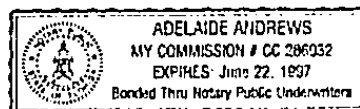
STATE OF FLORIDA

COUNTY OF ~~PALM-BEACH~~ *Broward*

On this 9 day of December, 1994 before me an officer duly authorized to take oaths and acknowledgements, personally appeared Joseph Bisignano and Richard Niddam, known to me to be the persons whose name are subscribed to the instrument within through their provision of sufficient identification, and they acknowledged that they executed the same for the purposes contained therein.

IN WITNESS WHEREOF, I hereunto set my hand and official seal.

  
NOTARY PUBLIC, State of Florida  
My Commission Expires:  
ADELAIDE ANDREWS



STATE OF FLORIDA  
DEPARTMENT OF STATE

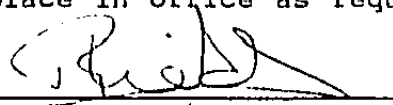
Certificate Designating Place of Business or Domicile for the  
Service of Process Within this State and Naming Agent  
Whom Process May Be Served.

The following is submitted in compliance with  
Chapter 48.091, Florida Statutes:

N & H ENTERPRISES INC., a corporation organizing  
under the laws of the State of Florida, with its principal  
office at 1 South Ocean Boulevard, Suite 207B, Boca Raton, FL  
33432, County of Palm Beach, State of Florida, has named  
Richard Niddam located at 627 Sand Pine Circle, Apt. 3128  
Deerfield Beach, FL 33441 as its agent to accept service of  
process within this state.

ACCEPTANCE:

I agree as Resident Agent to accept Service of  
Process: to keep my office open during prescribed hours; to  
post my name in some conspicuous place in office as required  
by Law.



Richard Niddam  
Resident Agent