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DEAN, MEAD & MINTON

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September 20, 1995

Department of State
Corporate Records Bureau
P. O. Box 6327
Tallahassee, Florida 32314

4000001592594
-09/25/95--01055-0001
****122.50 ****122.50


Re: Articles of Incorporation of
B B & B Management Group, Inc., Inc.

Gentlemen:

Enclosed are an original and one copy of the Articles of Incorporation of B B & B Management Group, Inc., together with a check for \$122.50 to cover the \$35.00 filing fee, \$52.50 certified copy fee and \$35.00 fee for designation of registered agent.

Once the Articles of Incorporation have been filed, please return the certified copy to this office.

Sincerely,


Eileen L. Wood,
Legal Assistant to
Michael D. Minton

/ew
Enclosures

cc: Derby H. Watkins

CORP.MDM\BB&B\ARTICLES.LTR

SEP 26 1995

IN ORLANDO
DEAN, MEAD, EGERTON, BLOODWORTH,
CAROUANO & BOZARTH, P. A.
(407) 841-1200

DEAN
MEAD

IN BREVARD COUNTY
DEAN, MEAD, SPIELVOGEL, GOLDMAN & BOYD
(407) 453-2333 • (407) 259-8800 • (407) 728-8311

ARTICLES OF INCORPORATION
OF
B B & B MANAGEMENT GROUP, INC.

The undersigned, acting as incorporator of this Corporation pursuant to Chapter 607 of the Florida Statutes, hereby forms a corporation for profit under the laws of the State of Florida and adopts the following Articles of Incorporation for such Corporation:

ARTICLE I - NAME OF CORPORATION

The name of this Corporation shall be B B & B MANAGEMENT GROUP, INC.

ARTICLE II - PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office of this Corporation shall be located at 3232 Wellington Road, Alexandria, VA 22302. The mailing address of the Corporation shall be 3232 Wellington Road, Alexandria, VA 22302.

ARTICLE III - CAPITAL STOCK

The maximum number of shares of stock that this Corporation is authorized to issue and have outstanding at any one time is two thousand (2,000), of which one thousand (1,000) shares having a par value of One Dollar (\$1.00) per share shall be shares of Class A voting common stock and one thousand (1,000) shares having a par value of One Dollar (\$1.00) per share shall be shares of Class B nonvoting common stock.

The preferences, qualifications, limitations and restrictions, and the special or relative rights with respect to the shares of each class, are as follows:

Holders of Class A voting common stock of this Corporation shall be entitled to one (1) vote for each share of Class A voting common stock standing in his, her or its name at any and all meetings of the shareholders of this Corporation. Except as otherwise provided by law, no holder of Class B nonvoting common stock shall be entitled to cast any vote on account of ownership of such stock.

Except for the difference in voting rights set forth above, the rights, preferences, qualifications, limitations and restrictions, and the special or relative rights with respect to the shares of Class B nonvoting common stock, shall be identical in all respects to those of the shares of Class A voting common stock. Accordingly, each share of common stock, both Class A voting and Class B nonvoting, shall receive equal dividends if and when declared by the Board of Directors, and in the event of any liquidation, dissolution or winding up of this Corporation, the assets and funds of this Corporation shall be paid to and distributed equally among the holders of both the Class A voting and Class B nonvoting common stock in proportion to the number of shares held by the holders of such shares.

ARTICLE IV - INITIAL REGISTERED OFFICE
AND REGISTERED AGENT

The initial street address of the registered office of this Corporation in the State of Florida shall be DEAN, MEAD & MINTON, 1903 S. 25th Street, Fort Pierce, Florida 34947. The Board of Directors may from time to time move the registered office to any other address in Florida. The name of the initial registered agent of this Corporation at that address is MICHAEL D. MINTON. The Board of Directors may from time to time designate a new registered agent.

ARTICLE V - INCORPORATOR

The name and address of the incorporator of this Corporation is:

<u>Name</u>	<u>Address</u>
Michael D. Minton	1903 S. 25th Street Fort Pierce, FL 34947

ARTICLE VI - INITIAL BOARD OF DIRECTORS

A. The initial number of directors of this Corporation shall be three (3).

B. The number of directors may be increased or decreased from time to time in accordance with the Bylaws of this Corporation, but shall never be less than one (1).

C. The names and addresses of the initial members of the Board of Directors, who shall hold office for the first year of existence of this Corporation or until their successors are elected or appointed and have qualified, are:

<u>Name</u>	<u>Address</u>
Derby H. Watkins	3232 Wellington Road Alexandria, VA 22302
Darlene A. Martinuzzi	2407 Simpkins Farm Dr. Herndon, VA 22071
Susan R. Tolson	3250 S. Utah Street Arlington, VA 22206

ARTICLE VII - PURPOSE

The general purpose for which this Corporation is organized shall be to conduct and transact any and all lawful business authorized or not prohibited by Chapter 607 of the Florida Statutes, as the same may be from time to time amended.

ARTICLE VIII - DATE OF EXISTENCE

This Corporation shall exist perpetually.

ARTICLE IX - INDEMNIFICATION

This Corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE X - STOCK RESTRICTION AGREEMENTS

Agreements among this Corporation's shareholders or between this Corporation and its shareholders may include the following as valid matters of contract: (1) reasonable restrictions upon the transferability or assignment of the shares of stock of this Corporation; (2) obligations, or first refusal rights, to redeem or purchase shares of stock of this Corporation prior to a transfer or assignment of such shares; and (3) the manner in which the shareholders of this Corporation will vote their shares of stock of this Corporation; provided, however, that such agreements

shall be made in accordance with the provisions of Sections 607.0731 and 607.0627 of the Florida Statutes. The Board of Directors is specifically authorized to approve agreements between this Corporation and its shareholders made in accordance with the provisions of Sections 607.0731 and 607.0627 of the Florida Statutes. Copies of any stock restriction agreement between this Corporation and its shareholders shall be maintained at the principal office of this Corporation.

IN WITNESS WHEREOF, the undersigned Incorporator has made and subscribed these Articles of Incorporation at Fort Pierce, Florida, this ____ day of September, 1995.

MICHAEL D. MINTON

Having been named as registered agent for the above mentioned Corporation, at the place designated in the foregoing Articles of Incorporation, I hereby accept such designation and agree to act in such capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties as registered agent. I am familiar with, and accept the duties and obligations of, Section 607.0505 of the Florida Statutes.

Signature: _____
MICHAEL D. MINTON

Date: September __, 1995