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January 26, 1996

FILED
95 JAN 29 AM 10:55
TALLAHASSEE, FLORIDA

FLORIDA SECRETARY OF STATE
409 East Gaines Street
Tallahassee, Florida 32399

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RE: Incorporation of B & B II Companies, Inc.

Dear Sir/Madam:

Enclosed please find the following material submitted for the incorporation of the above-referenced company as a "for profit corporation" in the State of Florida (we are also the identical owners of B & B Companies, Inc. incorporated by your office on or about December 22, 1994, document number P94000092476):

- One original and one conformed Articles of Incorporation
- One original and one conformed Certificate designating place of business for the Service or Process within the State of Florida
- One check made payable to the Florida Secretary of State in the amount of \$ 122.50.

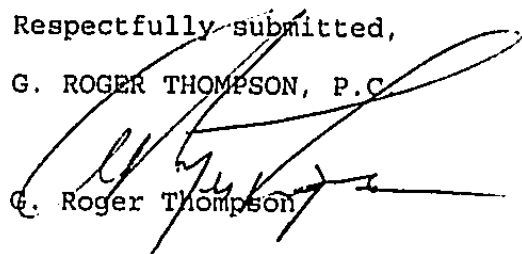
After completion of your administrative process of your office in forming this corporation, please forward stamped, certified copies of the documentation of incorporation to my office in the enclosed self-addressed stamped envelope for my records.

Please contact this office by telephone, facsimile or U.S. Mail if you have any questions on the material contained herein.

Respectfully submitted,

G. ROGER THOMPSON, P.C.

G. Roger Thompson



GRT:jmb

cc: Mr. Garrett Bethenod
Mr. Will T. Buchanan

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ARTICLES OF INCORPORATION
OF
B & B II COMPANIES, INC.

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TALLAHASSEE, FLORIDA

The undersigned, acting as incorporators, each a natural person competent to contract, hereby associate themselves to form a corporation for profit under the laws of the State of Florida.

I. NAME

The name of this Corporation is: B & B II COMPANIES, INC.

II. NATURE OF BUSINESS

This Corporation may engage in any activity or business permitted under the laws of the United States and the State of Florida. The initial business activities anticipated by the incorporators to be transacted by this Corporation are:

(1) to purchase or otherwise acquire, and to own, mortgage, pledge, sell, sign, transfer or otherwise dispose of, and to invest in, trade in, deal in and with goods, wares, merchandise, real and personal property, and services of every class, kind and description; except that it is not to conduct banking, safe deposit, trust, insurance, surety, express, railroad, canal, telegraph, telephone or cemetery company, a building and loan association, mutual fire insurance association, cooperative association, fraternal benefits society, state fair or exposition.

(2) To conduct business in, have one or more offices in, and buy, hold, mortgage, sell, convey, lease or otherwise

dispose of real and personal property, including franchises, patents, copyrights, trademarks and licenses, in the State of Florida, and in all other states and countries.

(3) To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidence of indebtedness, and execute such mortgages, transfers of corporate property, or other instruments to secure the payment of corporate indebtedness as required.

(4) To purchase the assets of any other corporation and engage in the same or other character of business.

(5) To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of the shares of the capital stock, or any bonds, securities, or other evidence of indebtedness created by any other corporation of the State of Florida or any other state created by any other corporation of the State of Florida or in other state or government, and while owner of said stock, to exercise all the rights, powers and privileges of ownership, including the right to vote such stock.

III. CAPITAL STOCK

(1) The maximum number of shares of stock that this Corporation is authorized to have outstanding at any one time is Seventy-Five Hundred shares of common stock, having a nominal or par value of One Dollar (\$1.00) per share.

(2) The common stockholders of this Corporation may enter into written agreement subjecting the disposition or transfer of

all or any common stock of the Corporation to reasonable restraints by sale, assignment, pledge, will, inter vivos gift or any other method of transfer or encumbrance of said common stock.

(3) Stockholders may include in their agreements between themselves, the following as matters of agreement:

(a) any reasonable limitation upon the transferability, assignment, or pledge of said common stock; and/or

(b) the conferring of preemptive rights of purchase upon officers and/or common stockholders as conditions precedent to the sale, assignment, bequest, gift or pledge of said person described in and who executed the foregoing instruments, who acknowledge before me that Garrett A. Bethenod and Will T. Buchanan executed the same, that I relied upon the following form of identification of the above-named person, personal knowledge; and that an oath was not taken.

IV. INITIAL CAPITAL

The amount of capital with which this Corporation will begin business is not less than One-Hundred Dollars (\$100.00).

V. TERM OF EXISTENCE

This Corporation is to exist perpetually.

VI. ADDRESS

(1) The initial street address of the principal office of the Corporation in the State of Florida is; 4702 Park Blvd., Pinellas Park, Florida 33665.

(2) The registered agent of this Corporation is: Will T. Buchanan at 4702 Park Blvd., Pinellas Park, Florida 33665.

(3) The Board of Directors may from time to time move the principal office to any other address in Florida.

VII. DIRECTORS

This Corporation shall not have less than one (1) director initially. The number of Directors may be increased or diminished from time to time, by Bylaws adopted by the stockholders, but shall never be less than one (1).

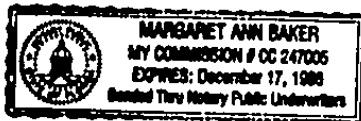
IN WITNESS WHEREOF, we, the undersigned, being each and all of the original subscribers to the capital stock herein above-named, for the purpose of forming a corporation for profit and to do business both within and without the State of Florida do hereby make, subscribe, acknowledge and file these articles of incorporation, hereby declaring and certifying that the facts herein stated are true, and accordingly have hereunto set my hand and seal this 18th day of January, 1996.


GARETT A. BETHÉNOD


WILL T. BUCHANAN

Sworn to and subscribed
before me this 18th day
of January,
1996.


NOTARY PUBLIC



CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OR PROCESS WITHIN THIS STATE, and
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

In pursuant of Chapter 48.091, Florida Statutes, the
following is submitted, in compliance with said act:

First, that, B & B II COMPANIES, INC., desiring to organize
under the laws of the State of Florida with its principal office
as indicated in the Articles of Incorporation at 4702 Park Blvd.,
Pinellas Park, Florida 33665 and has named Will T. Buchanan of
4702 Park Blvd., County of Pinellas, Pinellas Park, State of
Florida, as its agent to accept or service within the State.

ACKNOWLEDGMENT:

Having been named to accept service of process for the
above-stated corporation, at the place designated in this
Certificate, I hereby accept to act in this capacity, and I agree
to comply with the provisions of said act in respect to keeping
open said office.

By:



Will T. Buchanan

REGISTERED AGENT

FILED
96 JAN 29 AM 10:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA