2368 River Road

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

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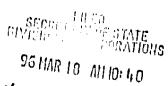
NEW FILINGS	AMENDMENTS
Profit	Amendment
NonProfit	Resignation of R.A., Officer/ Director
Limited Liability	Change of Registered Agent
Domestication	Dissolution/Withdrawal
Other	Merger

OTHER FILINGS
Annual Report
Fictitious Name
Name Reservation

	REGISTRATION/ QUALIFICATION
!	Foreign
	Limited Partnership
	Reinstatement
	Trademark
	Other

Examiner's Initials

ARTICLES OF INCORPORATION OF B.S.E. ENTERPRISES, INC.



i, the undersigned incorporator, hereby make, acknowledge and file these Articles of incorporation for the purpose of becoming a corporation under the laws of the State of Fierlia.

ARTICLE

NAME:

The name of this Corporation shall be: B.S.E. ENTERPRISES, INC.

ARTICLE II

NATURE OF BUSINESS The general purpose for which this Corporation is organized is to transact any or all lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes.

ARTICLE III

AUTHORIZED SHARES

The Corporation shall be authorized to create and issue TEN THOUSAND (10,000.) shares of Common Stock having a par value of \$1.00 per share. The whole or any part of the authorized shares of the Corporation may be issued for a consideration payable in cash or other property, tangible or intangible, or in labor or services actually performed for the Corporation, having a value as is determined from time to time by the Board of Directors of the Corporation, not less than the par value of the stock so to be issued.

ARTICLEJY

TERM OF EXISTENCE

The Corporation shall exist perpetually unless dissolved according to law.

ARTICLE V

INITIAL PRINCIPAL OFFICE, MAILING ADDRESS AND INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial, principal, and registered agent and office of this Corporation in the State of Florida shall be: 2368 RIVER ROAD

CARYVILLE, FLORIDA 32427

The name of the Initial registered agent of this Corporation at that address shall be: STEVE ALLEN HALL.

ARTICLE VI

BOARD OF DIRECTORS

The powers of the Corporation shall be exercised by or under the authority of and the business and affairs of the Corporation shall be managed under the direction of a Board of Directors, which shall have three (3) directors initially. The number of directors may be increased or decreased by the shareholders from time to time.

ARTICLE VII

DIRECTORS - NAMES AND STREET ADDRESSES

The names and street addresses of the members of the first Board of Directors who shall hold office until their successors have been duly elected or appointed and have qualified are as follows:

BRUCE D. HALL, PRESIDENT 2560 RIVER ROAD CARYVILLE, FLORIDA 32427 STEVE A. HALL, VICE PRESIDENT 2368 RIVER ROAD CARYVILLE, FLORIDA 32427

SANDRA D. HALL, SEC./TREASURE 2368 RIVER ROAD CARYVILLE, FLORIDA 32427

ARTICLE VIII

INCORPORATOR

The name and street address of the incorporator signing these Articles of Incorporation as follows:

Name: STEVE ALL¥N HALL Street Address: 2368 RIVER ROAD

CARYVILLE, FLORIDA 32427

ARTICLE IX

SPECIAL PROVISIONS

The following additional provisions for the regulation of the business and for the conduct of the affairs of the Corporation and for creating, defining, limiting and regulating the powers of the Corporation, its shareholders and c' actors, are hereby adopted as a part of these Articles of Incorporation.

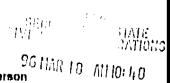
- 1. No person shall be required to own, hold or control stock in the Corporation as a condition precedent to holding an office in the Corporation.
- The Board of Directors may prescribe a method or methods for replacement of lost certificates, and prescribe reasonable conditions by way of security upon the issue of new certificates therefore.
- 3. The Board of Directors, by the affirmative vote of a majority of the directors then in office, and irrespective of any personal interest of any of its members, shall have authority to establish reasonable compensation of all directors for services to the Corporation as directors, officers or otherwise.

IN WITNESS WHEREOF, the undersigned incorporator has made and subscribed these Articles of Incorporation at Panama City, Florida, for the uses and purposes aforesaid, this <u>277+</u> day of <u>MARC41</u>, 1996.

STEVE ALLEN HALL, Incorporator

STATE OF FLORIDA

COUNTY OF BAY



Before me personally appeared, STEVE ALLEN HALL, to me well known to be the person described in and who executed the foregoing Articles of Incorporation, and who freely and voluntarily acknowledged before me according to law that he made and executed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal at Panama City, Florida this 111 day of 111 ft. 1998.

modell

NOTARY PUBLIC, State of Florida

at Large

My Commission Expires:

OFFICIAL NOTARY SEAL DEBRA D CAMPIELL NOTARY PUBLIC STATE OF FLORIDA COMMISSION NO. CC492515 MY COMMISSION EXP. SEPT 25, 1999

DESIGNATION AND ACCEPTANCE OF REGISTERED AGENT OF B.S.E. ENTERPRISES, INC.

Pursuant to Section 48.091 and Chapter 607, Florida Statutes, B.S.E. ENTERPRISES, INC., having filed its Articles of Incorporation contemporaneously herewith, with its registered office as indicated therein at 2368 RIVER ROAD, CARYVILLE, FL. 32427 has named STEVE ALLEN HALL, located thereat as its registered agent to accept service of process within this state.

STEVE ALLEN HALL. Incorporator

Having been named as registered agent to accept service of process for the above-stated Corporation, at the location designated herein, I accept to act in this capacity, and agree to comply with the laws of Florida applicable thereto.

STEVE ALLEN HALL, Resident Agent