

William A. Adams

Accountant & Business Consultant

13100 Pine Borough Lane
Palm Beach Gardens, Florida 33418
Office (407) 626-9096
Fax (407) 626-9213

P96000024349
March 1, 1996

Ms Sandra B. Northam
Secretary of State of Florida
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

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-03/07/96---01074---011
*****70.00 *****70.00

Dear Ms Northam:

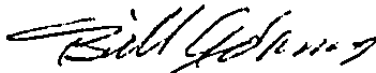
Enclosed are the Articles of Incorporation for CBC Development Corporation
and a check in the amount of \$70.00 to cover the cost of the various fees.

Please return the notice of filing with the assigned document number to my
office at:

William A. Adams
13100 Pine Borough Lane
Palm Beach Gardens, Florida 33418

Thank you.

Sincerely,



William A. Adams

WAA/pj

FILED
96 MAR 19 AM 11:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

MAR 12 1996 BSB

W96-5354

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

March 12, 1996

WILLIAM A. ADAMS ACCOUNTANT &
13100 PINE BOROUGH LANE
PALM BEACH GARDENS, FL 33418

SUBJECT: CBC DEVELOPMENT CORPORATION
Ref. Number: W96000005354

We have received your document for CBC DEVELOPMENT CORPORATION and check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The entity name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an administratively dissolved entity. Names of administratively dissolved entities are not available for one year from the date of administrative dissolution unless the dissolved entity provides the Department of State with a notarized affidavit executed as required by section 607.0120, 617.01201, 608.5135 or 608.4482 Florida Statutes, permitting the immediate assumption or use of the name by another entity.

Simply adding "of Florida" or "Florida" to the end of a name does not constitute a difference.

When the document is resubmitted, please return a copy of this letter to ensure proper handling.

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) 487-6925.

Brenda Baker
Corporate Specialist

Letter Number: 796A00010883

William A. Adams

Accountant & Business Consultant

13100 Pine Borough Lane
Palm Beach Gardens, Florida 33418
Office (407) 626-9096
Fax (407) 626-9213

March 14, 1996

Ms Sandra B. Northam
Secretary of State of Florida
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Dear Ms Northam:

Please make note that we have changed the name of the Corporation
from CBC Development Corporation to CBC Management Corporation.

Please process the Articles of Incorporation with the changed name.

Thank you.

Sincerely,


William A. Adams

ARTICLE OF INCORPORATION
OF
CBC MANAGEMENT CORPORATION

FILED
96 MAR 19 AM 11:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I
NAME

The name of the Corporation is: CBC MANAGEMENT CORPORATION

ARTICLE II
DURATION

This Corporation shall have perpetual existence.

ARTICLE III
PURPOSE

This Corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE IV
REGISTERED OFFICE AND AGENT

The street address of the registered office and the principal place of business is: 312 SW 2nd Street, Okeechobee, Florida, 34974
and the initial registered agent(s) of this Corporation at that address is:

Chris Close

ARTICLE V
BOARD OF DIRECTORS

This Corporation shall have one director(s) initially. The number of directors may be increased or decreased from time to time by the By-Laws. The name(s) and address(es) of the initial director(s) of this Corporation are:

<u>NAME</u>	<u>ADDRESS</u>
Terry Dwayne Blair	19 Eagle Bay Drive, Okeechobee, Fl., 33472
Chris Close	P.O. Box 2558, Okeechobee, Fl., 34973
Thomas Close	406 NW 3rd Street, Okeechobee, Fl., 34974

ARTICLE VI
CAPITAL STOCK

This Corporation is authorized to issue One Hundred (100) shares of One Dollar (\$1.00) par value common stock.

ARTICLE VII
INCORPORATORS

The name(s) and address(es) of the person(s) signing these Articles of Incorporation are:

<u>NAME</u>	<u>ADDRESS</u>
Terry Dwayne Blair	19 Eagle Bay Drive, Okeechobee, Fl., 33472

Chris Close

P.O. Box 2558, Okeechobee, Fl., 34973

Thomas Close

406 NW 3rd Street, Okeechobee, Fl., 34974

ARTICLE VIII
POWERS

This Corporation shall have all the Corporate powers enumerated in the Florida General Corporation Act.

ARTICLE IX
MEETINGS BY CONFERENCE TELEPHONE

Members of the Board of Director(n) may participate in meetings of the Board of Director(s) by means of a conference telephone provided by law.

ARTICLE X
ACTION BY BOARD OF DIRECTORS WITHOUT A MEETING

The director(s) of this Corporation may take action by written consent.

ARTICLE XI
INDEMNIFICATION

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

ARTICLE XII
AMENDMENT

This Corporation reserves the right to amend or repeal any provisions contained in these Articles, or any amendments hereto, any right conferred upon the shareholders is subject to this reservation.

CERTIFICATE DESIGNATING PLACE OF BUSINESS FOR SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

In compliance with Section 48.091, Florida Statutes, the following is submitted:

CBC MANAGEMENT CORPORATION


desiring to organize under the laws of the State of Florida, with its principal place of business: 312 SW 2nd Street, Okeechobee, Florida, 34974

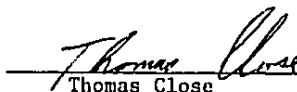
has named: Chris Close

located at: 312 SW 2nd Street, Okeechobee, Fl., 34974

as its agent to accept service of process within Florida.


Terry Dwayne Blair


Chris Close


Thomas Close

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE NAMED CORPORATION,
AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I, HEREBY AGREE TO ACT IN THIS
CAPACITY AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES
RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.

Ch Ch
Agent: Chris Clouse

March 1, 1996
Date

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of
Incorporation this 1st day of March, 1996.

Terry Dwayne Blair
Terry Dwayne Blair

Ch Ch
Chris Close

Thomas Close
Thomas Close

STATE OF FLORIDA)
COUNTY OF OKEECHOBEE)

Before me a notary public authorized to take acknowledgements in the State and
County aforesaid, personally appeared:
Terry Dwayne Blair, Chris Close and Thomas Close,
known to me and known by me to be the persons who executed the foregoing Articles
of Incorporation, and who have shown a valid Florida Driver's License and they
acknowledged before me that they executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in
the State and County aforesaid, this 1st day of March, 1996.

William A. Adams
Notary Public

MY Commission Expires:

