

*P96000035891*

**CAPITAL CONNECTION, INC.**

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870  
 Mailing Address: Post Office Box 10349, Tallahassee, FL 32302  
 TOLL FREE No. 1-800-342-8062  
 FAX (904) 222-1222

RE: B + H of the Florida Keys  
Inc

95 APR 25 AM 10:52

TALLAHASSEE, FLORIDA

NAME \_\_\_\_\_  
 FIF \_\_\_\_\_  
 ADDRESS \_\_\_\_\_  
 \_\_\_\_\_  
 \_\_\_\_\_

PHONE ( ) \_\_\_\_\_

Service: Top Priority \_\_\_\_\_ Regular \_\_\_\_\_  
 One Day Service Two Day Service

To us via \_\_\_\_\_ Return via \_\_\_\_\_

Matter No.: \_\_\_\_\_ Express Mail No. \_\_\_\_\_

State Fee \$ \_\_\_\_\_ Our \$ \_\_\_\_\_

Capital Express™	_____	_____
<input checked="" type="checkbox"/> Art. of Inc. File	_____	_____
Corp. Record Search	_____	_____
Ltd. Partnership File	_____	_____
Foreign Corp. File	_____	_____
<input checked="" type="checkbox"/> Cert. Copy(s)	_____	_____
Art. of Amend. File	_____	_____
Dissolution/Withdrawal	_____	_____
C U S.	_____	_____
Flotitious Name File	_____	_____
Name Reservation	_____	_____
Annual Report/Reinstatement	_____	_____
Reg. Agent Service	_____	_____
Document Filing	_____	_____
Corporate Kit	_____	_____
Vehicle Search	_____	_____
Driving Record	_____	_____
Document Retrieval	_____	_____
UCC 1 or 3 File	_____	_____
UCC 11 Search	_____	_____
UCC 11 Retrieval	_____	_____
File No.'s, _____ Copies	_____	_____
Courier Service	_____	_____
Shipping/Handling	_____	_____
Phone ( )	_____	_____
Top Priority	_____	_____
Express Mail Prep.	_____	_____
FAX ( ) pgs.	_____	_____
<b>SUBTOTALS</b>	_____	_____

*PAID 4/25/95*

REQUEST	TAKEN	CONFIRMED	APPROVED
	<i>4/25</i>		
DATE	<i>4/25</i>		
TIME	<i>11:30</i>		CK No. _____
BY	<i>[Signature]</i>		

WALK-IN Will Pick Up \_\_\_\_\_

FEE.....	\$ _____
DISBURSED.....	\$ _____
SURCHARGE.....	\$ _____
TAX on corporate supplies.....	\$ _____
SUBTOTAL.....	\$ _____
PREPAID.....	\$ _____
BALANCE DUE.....	\$ _____

Please remit invoice number with payment  
**TERMS: NET 10 DAYS FROM INVOICE DATE**  
 1 1/2% per month on Past Due Amounts  
 Past 30 Days, 18% per Annum.

**THANK YOU**  
 from  
 Your Capital Connection

FILED

96 APR 25 AM 10:52

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION  
OF

B & H OF THE FLORIDA KEYS, INC.

The undersigned, acting as incorporator(s) of a corporation under the Florida General Corporation Act, adopt the following articles of incorporation for such corporation:

ARTICLE I

The name of the corporation is B & H of the Florida Keys, Inc.

ARTICLE II

The period of its duration is perpetual.

ARTICLE III

The purpose is to engage in any activities or business permitted under the laws of the United States and Florida.

ARTICLE IV

The corporation shall have authority to issue 100 shares all of one class, \$1.00 par value.

ARTICLE V

The address of the principal office and mailing address of the corporation is:

107690 Overseas Highway  
Key Largo, Florida 33037

ARTICLE VI

The address of its initial registered office is 107690 Overseas Highway, Key Largo, Florida 33037 and the name of its initial registered agent at said address is:

William T. Marino

ARTICLE VII

The initial board of directors shall consist of three director(s), whose name(s) and address(es) are:

William T. Marino, 107690 Overseas Highway, Key Largo, FL 33037

Clarence H. Gaskins, P.O. Box 677, Tavernier, FL 33070

Bonnie L. Gaskins, P.O. Box 677, Tavernier, FL 33070

#### ARTICLE VIII

The name(s) and address(es) of the incorporators are:

William T. Marino, 107690 Overseas Highway, Key Largo, FL 33037  
Clarence H. Gaskins, P.O. Box 677, Tavernier, FL 33070

#### ARTICLE IX

Preemptive Rights shall be as follows:

1. Shareholders of the corporation shall have preemptive rights to acquire their pro rata share of stock of the corporation for all issues of any class of stock of the corporation, no matter when authorized, and for whatever consideration is contemplated to be received by the corporation, including but not limited to cash, other property, services, the acquisition of other corporations shares or property through merger or the extinguishment of debts. Preemptive rights shall apply to the reissuance of all redeemed or otherwise acquired shares, including the reissuance of treasury shares.

2. This article pertaining to preemptive rights may not be amended or deleted without the unanimous vote of the shareholders of each affected class.

3. No issue of stock of the corporation shall take place unless the price at which the stock is to be issued shall be unanimously approved by the shareholders of the corporation.

4. These preemptive rights shall apply to any corporate obligation which is convertible to or exchangeable for any stock of the corporation, or where there is attached to said obligation any stock warrants or rights which allow the holder to acquire by subscription or purchase any stock of the corporation.

#### ARTICLE X

These articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholders' meeting by a majority of the stock entitled to vote thereon, unless all the directors and all the stockholders sign a written statement manifesting their intention that a certain amendment to these Articles of Incorporation be made.

Clarence H. Gaskins  
Incorporator

William T. Marino  
Incorporator

Dated: April 24, 1996

STATE OF FLORIDA

COUNTY OF MONROE

Before me, the undersigned authority, personally appeared William T. Marino and Clarence H. Gaskins, who are personally known to me or who have produced Florida Driver's License as identification and is well known to be the persons described in and who subscribed the above article of incorporation, and they did freely and voluntarily acknowledge before me according to law that they made and subscribed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and my official seal, at Key Largo, in said County and State this 24<sup>th</sup> day of April, 1996.

Mark H. Gregg  
NOTARY PUBLIC

My Commission Expires:

OFFICIAL NOTARY SEAL  
MARK H GREGG  
NOTARY PUBLIC STATE OF FLORIDA  
COMMISSION NO. CC390347  
MY COMMISSION EXP. SEPT 24, 1998

NOTARY PUBLIC  
STATE OF FLORIDA  
COMMISSION NO. CC390347  
NOTARY PUBLIC STATE OF FLORIDA  
MARK H GREGG  
OFFICIAL NOTARY SEAL

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

The following is submitted pursuant to and in compliance with Sections 48.091 and 706.034, Florida Statutes:

B & H of the Florida Keys, Inc., desiring to organize under the laws of the State of Florida with its principal office as indicated in the Articles of Incorporation at the Village of Key Largo, County of Monroe, State of Florida, has named William T. Marino County of Monroe, State of Florida, as its agent to accept service

ACKNOWLEDGMENT

FILED

Having been named to accept service of process for ~~9646245~~ <sup>9646245</sup> above stated corporation, at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.

William T. Maxson  
Registered Agent

APR 25 10:52  
CLERK OF STATE  
TALLAHASSEE, FLORIDA