

P960000061366

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904) 224-0870
 Mailing Address Post Office Box 10349, Tallahassee, FL 32302
 TOLL FREE No. 1-800-342-8062
 FAX (904) 222-1222

No 53085

RE: BEK, Inc.

NAME _____
 FIRM _____
 ADDRESS _____

PHONE () _____

Service: Top Priority _____ Regular _____
 One Day Service Two Day Service

To us via _____ Return via _____

Master No. _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

EFFECTIVE DATE
7-22-96

FILED
 96 JUL 23 AM 11:45
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

AL JUL 23 1996

REQUEST	TAKEN	CONFIRMED	APPROVED
DATE _____	_____	_____	_____
TIME _____	_____	_____	CK No. _____
BY <u>[Signature]</u>	_____	_____	_____

WALK-IN 7/23 12:00
 Will Pick Up

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

688881 011826
 07223/96-07047-035
 ***122.50 ***122.50

SUBTOTALS

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

RECEIVED
 2606
 96 JUL 23 AM 9:49
 DIVISION OF CORPORATIONS

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

LAW OFFICES OF
WACKEEN, CORNETT & GOOGE, P.A.

W. THOMAS WACKEEN*
JANIE L. CORNETT
HOWARD E. GOOGE
DEBORAH L. ROSS
MICHAEL J. MCCLUSKEY
DAVID B. EARLE

CHARLES W. GINGER
OF COUNSEL

*BOARD CERTIFIED CIVIL TRIAL LAWYER

Via Hand Delivery

401 EAST OSCEOLA ST.
FIRST FLOOR
RIVER OAK CENTER
POST OFFICE BOX 66
STUART, FLORIDA 34995
(407) 286-2090
FAX (407) 286-2090

July 22, 1996

Secretary of State
Corporate Records Bureau
Division of Corporations
Department of State
Post Office Box 6027
Tallahassee, Florida 32301

Re: BFK, Inc.

Dear Madam or Sir:

Enclosed for filing are an original and one copy of the Articles of Incorporation and Certificate of Resident Agent for the above corporation. Also enclosed is this firm's check in the amount of \$122.50, which represents the following:

Certification	\$52.50
Registered Agent Fee	\$35.00
Filing Fee	\$35.00

It is requested that, in accordance with Florida Statute 607.167, the commencement date for corporate existence shall be July 22, 1996.

Thank you for your assistance in this matter and should you have any questions, please do not hesitate to give me a call.

Very Truly Yours,

WACKEEN, CORNETT & GOOGE, P.A.

David B. Earle, Esq.

DBE/sht
Enc.

**ARTICLES OF INCORPORATION
OF
BFK, INC.**

FILED
96 JUL 23 AM 11:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

EFFECTIVE DATE

7-22-96

ARTICLE I - NAME

The name of this corporation is BFK, INC.

ARTICLE II - DURATION

This corporation shall exist in perpetuity commencing on the date set forth in Article XIII of these Articles.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 1,000 shares of one dollar (\$1.00) par value stock. All of said stock may be payable in any manner authorized by law.

ARTICLE V - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof, as nearly as may be done without issuance of fractional shares at the price it is offered to the other purchasers.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial principal office of this corporation is 6161 S.E. Landing Way, #3, Stuart, Florida 34997, and the name of the initial Registered Agent of this corporation is David B. Earle, whose address is 401 E. Osceola St., Stuart, Florida 34994.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have three (3) Directors, initially. The number of Directors may be increased or diminished from time to time according to the By-Laws, but shall never be less than one (1). The names and addresses of the Initial Directors of this corporation are:

<u>NAME</u>	<u>ADDRESS</u>
Robert A. Burns	6142 S.E. Landing Way #1 Stuart, Florida 34997
Frank Nola	6161 S.E. Landing Way #3 Stuart, Florida 34997
Katherine Yeager	6142 S.E. Landing Way Stuart, Florida 34997

ARTICLE VIII - INCORPORATORS

The names and addresses of the persons signing these Articles are:

<u>NAME</u>	<u>ADDRESS</u>
Robert A. Burns	6142 S.E. Landing Way #1 Stuart, Florida 34997

ARTICLE IX - BY-LAWS

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors.

ARTICLE X - SHAREHOLDER QUORUM AND VOTING

A majority of the shares entitled to vote, as represented in person or proxy, shall constitute a quorum at a meeting of shareholders.

ARTICLE XI - NO REMOVAL OF DIRECTORS

The shareholders of this corporation shall not be entitled to remove any Director without cause from office during his term.

ARTICLE XII - INDEMNIFICATION

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

ARTICLE XIII - COMMENCEMENT OF CORPORATE EXISTENCE

The commencement date of this corporation shall be July 22nd, 1996.

ARTICLE XIV - AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholder is subject to this reservation. Any such amendment shall require the concurrence of two-thirds (2/3) of the shares entitled to vote.

IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation this 22nd day of July, 1996.

Robert A. Burns
ROBERT A. BURNS

STATE OF FLORIDA
COUNTY OF MARTIN

The foregoing instrument was acknowledged before me this 22 day of July, 1996, by ROBERT A. BURNS, who is personally known by me (or who has produced) Fla. DL. (type of identification).

Susanne H. Butler
NOTARY PUBLIC



SUSANNE H. BUTLER
MY COMMISSION # CC294 EXPIRES
February 2, 1997
BONDED THROUGH TROY FARM INSURANCE, INC.

**CERTIFICATE DESIGNATING PLACE OF BUSINESS FOR
THE SERVICE OF PROCESS WITHIN THIS STATE,
NAMING AGENT FOR SERVICE OF PROCESS
BFK, INC.**

FILED
96 JUL 23 AM 11
SECRETARY OF
TALLAHASSEE, FL

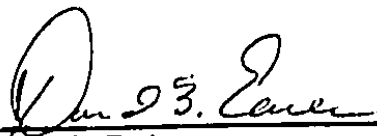
In Pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act;

That BFK, Inc., desiring to organize under the laws of the State of Florida with its principal office as indicated in the Articles of Incorporation in the City of Stuart, County of Martin, State of Florida, has appointed David B. Earle as its agent to accept service of process within this State.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, and being familiar with, I hereby accept the obligations of that position and to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.

Dated this 22nd day of July, 1996.



David B. Earle

FILED
96 JUL 23 AM 11:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA