

PA6000097809
Michael E. Watkins
ATTORNEY AT LAW

830 N. KROME AVENUE
P.O. BOX 1020
HOMESTEAD, FL 33000-1020
(305) 247-0521
Fax: (305) 240-2815

September 11, 1996

State of Florida
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

RE: Articles of Incorporation for B AND B HOLDING COMPANY OF PALM BEACH, INC.

Gentlemen:

Enclosed please find an original and one (1) copy of the Articles of Incorporation for B AND B HOLDING COMPANY OF PALM BEACH, INC. together with my trust account check in the amount of \$122.50 payable to Secretary of State to cover the costs of filing same. Said check represents the following fees:

Filing Fee	\$ 35.00
Resident Agent Designation	35.00
Certified Copy	52.50
TOTAL	\$ 122.50

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-09/16/96--01060--011
****122.50 ****122.50

Would you please file this corporation with the State of Florida and return a certified copy to me. I enclose a stamped, self-addressed envelope for your convenience in returning same.

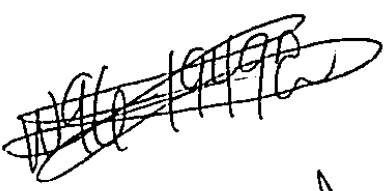
If you should have any questions or require anything further in connection with this corporation, please contact me at the number indicated above.

Very truly yours,


MICHAEL E. WATKINS

MEW/bg
Enclosures

FILED
96 DEC -4 AM 10:52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA


See 12/4

Michael E. Watkins
ATTORNEY AT LAW

830 N. KROME AVENUE
P.O. BOX 1020
HOMESTEAD, FL 33090-1020
(305) 247-0521
Fax: (305) 240-2015

December 2, 1996

Secretary of State
Attn: Teresa Brown
Corporate Specialist
P.O. Box 6327
Tallahassee, FL 32314

RE: Letter Number 596A00042973

Dear Ms. Brown:

Pursuant to your letter of September 17, 1996 (a copy of which is enclosed), please find enclosed the original executed Article of Incorporation for B and B Holding Company of Palm Beach, Inc. for filing. You have previously received and retained our check in the amount of \$122.50. Would you please file this corporation at this time and provide me with a certified copy of same.

If you should have any questions, please contact me or Belinda of my office.

Very truly yours,


MICHAEL E. WATKINS

MEW/bg
Enclosure



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

September 17, 1996

MICHAEL W. WATKINS, ATTY.
P.O. BOX 1629
HOMESTEAD, FL 33090-1629

SUBJECT: B AND B HOLDING COMPANY OF PALM BEACH, INC.
Ref. Number: W96000019492

We have received your document for B AND B HOLDING COMPANY OF PALM BEACH, INC. and check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The document is illegible and not acceptable for microfilming.

The document must include original signatures.

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) 487-6926.

Teresa Brown
Corporate Specialist

Letter Number: 596A00042973

ARTICLES OF INCORPORATION
OF
B AND B HOLDING COMPANY OF PALM BEACH, INC.

FILED
96 DEC -4 AM 10:52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned do hereby make, subscribe and acknowledge and file these Articles of Incorporation under the laws of the State of Florida.

ARTICLE I

The name of the corporation is B AND B HOLDING COMPANY OF PALM BEACH, INC.

ARTICLE II

The general nature of the business to be transaction by this corporation is to engage in any and all business permitted under the laws of the State of Florida.

ARTICLE III

The capital stock of this corporation shall consist of One Hundred (100) shares of common stock at \$1.00 per share par value..

ARTICLE IV

Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding common share.

ARTICLE V

The street address of the initial registered office of the corporation is 4200 Community Drive, Apt. #2308, West Palm Beach, Florida 33409 and the name of its initial registered agent at such address is JOANNE HILL. The principal office of the corporation

shall be 211 Edgewood Drive, West Palm Beach, Florida 33405, and this address is also the mailing address of said corporation.

ARTICLE VI

This corporation shall have two (2) directors initially. The number of directors may either be increased or diminished from time to time by the By-Laws, but shall never be less than one (1) nor more than five (5). The names and addresses of the initial directors of this corporation are:

ROBERT BRANDON	211 Edgewood Drive West Palm Beach, FL 33405
BARBARA BRANDON	211 Edgewood Drive West Palm Beach, FL 33405

ARTICLE VII

The initial officers of this corporation shall be as follows:

ROBERT BRANDON	President and Secretary
BARBARA BRANDON	Vice President and Treasurer

ARTICLE VIII

The names and addresses of the persons executing these Articles of Incorporation are:

ROBERT BRANDON	211 Edgewood Drive West Palm Beach, FL 33405
BARBARA BRANDON	211 Edgewood Drive West Palm Beach, FL 33405

ARTICLE IX

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

ARTICLE X

STOCK

The names and post office addresses of the subscribers to these Articles of Incorporation and the number of shares of stock of this corporation which each agree to take are as follows:

ROBERT BRANDON 211 Edgewood Drive West Palm Beach, FL 33405	50 Shares
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BARBARA BRANDON 211 Edgewood Drive West Palm Beach, FL 33405	50 Shares
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The proceeds of stock subscribed for will be at least as much as the amount necessary to begin business.

ARTICLE XI

The following additional provisions for the regulation of the business and for the conduct of the affairs of the corporation, and the creating, dividing, limiting and regulating of the powers of the corporation, its stockholders and directors are hereby adopted as part of the Articles of Incorporation:

a. The Board of Directors from time to time shall determine whether and to what extent, and at what times and places, and under what conditions and regulations, the accounts and books of the corporation or any of them shall be open to the inspection of the stockholders and no stockholder shall have any right to inspect any account or documents of the corporation, except as conferred by a statute or authorization by the Board of Directors.

b. No person shall be required to own or hold common stock in the corporation as a condition precedent to holding an office in the corporation.

c. The directors may prescribe a method or methods for replacement of lost certificates and prescribe reasonable conditions by way of security upon the issue of certificates therefore.

d. Preemptive Rights: When the Board of Directors determine to increase the common stock authorization to be issued pursuant to these Articles of Incorporation, and any further increase of same, or any portion thereof, said stock shall first be offered, at part, prorata to the common stockholders in relation to their present holdings who may desire to subscribe for such stock.

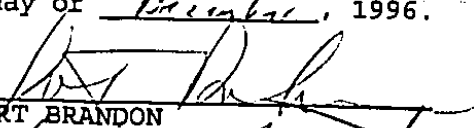
ARTICLE XII

Special meetings of the shareholders may be called as set forth in the By-Laws of this corporation.

ARTICLE XIII

The corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment hereto, and any right conferred upon the shareholders is subject to reservation.

IN WITNESS WHEREOF, the undersigned subscribers have executed the Articles of Incorporation this 27th day of December, 1996.


ROBERT BRANDON


BARBARA BRANDON

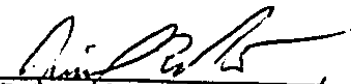
STATE OF FLORIDA

COUNTY OF PALM BEACH

BEFORE ME, a Notary Public, in and for the County and State last aforesaid, personally appeared ROBERT BRANDON and BARBARA BRANDON, who are personally known to me or who have provided _____ as identification, and acknowledged the execution of the foregoing Articles of Incorporation.

WITNESS my hand and official seal this 20th day of December, 1996.

My Commission Expires:


Printed Name: Michael E. Watkins
NOTARY PUBLIC, STATE OF FLORIDA



MICHAEL E. WATKINS
MY COMMISSION # CC335908 EXPIRES
January 18, 1998
BONDED THRU TROY FARM INSURANCE, INC.

FILED
96 DEC -4 AM 10:52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CERTIFICATE OF DESIGNATION

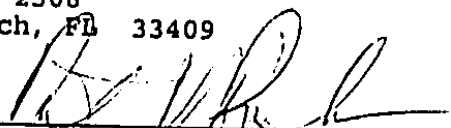
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

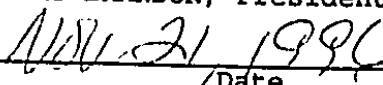
1. The name of the corporation is **B AND B HOLDING COMPANY OF PALM BEACH, INC.**

2. The name and address of the Registered Agent and office is:

JOANNE HILL
4200 Community Drive
Apartment No. 2308
West Palm Beach, FL 33409



ROBERT BRANDON, President



Date

Having been named as Registered Agent and to accept Service of Process for the above-stated corporation at the place designated in this Certificate, I hereby do accept the appointment as Registered Agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as Registered Agent.



JOANNE HILL



Date