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CT CORPORATION SYSTEM

Requestor's Name

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City

State

Zip

Phone

CORPORATION(S) NAME

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STATE ARCHIVE

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-01/08/97--01067--001

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BFK Enterprises, Inc

200002050762--8

-01/08/97--01067--002

*****35.00 *****35.00

Profit - Arts

NonProfit

Amendment

Merger

Limited Liability Co.

Foreign

Dissolution/Withdrawal

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Limited Partnership

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ARTICLES OF INCORPORATION
OF
BFK ENTERPRISES, INC.
(A FLORIDA CORPORATION)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, the undersigned, hereby make, subscribe, acknowledge and file these Articles of Incorporation for the purpose of becoming a Corporation for profit under the laws of the State of Florida and do hereby further certify that I have become such Corporation under and pursuant to the following Articles of Incorporation:

ARTICLE I

The name of the Corporation is:

BFK ENTERPRISES, INC.

ARTICLE II

The initial mailing address and principal office of this Corporation be and is: 2927 Southeast 10th Avenue, Cape Coral, Florida 33904. The street address of the initial registered office of the corporation is 2927 Southeast 10th Avenue, Cape Coral, Florida and the name of its initial registered agent is Gerald Blain, Jr.

ARTICLE III

The maximum number of shares of stock which this Corporation is authorized to have outstanding at any time is: Three Thousand (3,000) Common shares with no par value.

ARTICLE IV

The name and address of the Incorporator:

Gerard Blain, Jr.
c/o Mark L. Donahue, Esquire
Fletcher, Tilton & Whipple, P.C.
370 Main Street, Suite 1200
Worcester, MA 01608-1779

ARTICLE V

The initial number of Directors of this Corporation shall be four (4). The number may be increased or decreased from time to time as stated by the By-Laws.

ARTICLE VI

The name and address of the first Board of Directors, who, subject to the provisions of this Certificate of Incorporation, By-Laws of this Corporation and the laws of the State of Florida, shall hold office for the first year of the Corporation's existence or until their successors are elected and qualified.

NAME

STREET ADDRESS

Gerard Blain, Jr.

2927 Southeast 10th Avenue
Cape Coral, FL 33904

William J. Fernald

1403 Treasure Island Road
Webster, MA 01570

Richard L. Keith

1401 Treasure Island Road
Webster, MA 01570

Roland J. Desautels, III

96 Daggett Avenue
Pawtucket, RI 02861

ARTICLE VII

The Officers of this corporation shall be a President, and Secretary, a Treasurer and such other officers, agents and factors as may be deemed necessary, including one or more Vice Presidents. All officers, agents and factors shall be chosen in such manner, hold their offices for such terms and have such powers and duties as may be prescribed by the By-Laws or determined by the Board of Directors. Any person may hold two or more offices except that the President or Vice President shall not also be the Secretary or an Assistant Secretary of the Corporation.

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter prescribed by law, and all rights conferred on stockholders therein are granted subject to this reservation.

ARTICLE VIII

The Corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida, including but not limited to the purchase, lease, ownership, subdivision, finance, development, management or otherwise, of any real estate.

ARTICLE IX

The Corporation shall have perpetual existence.

ARTICLE X

The By-Laws may be altered, amended, or repealed at any annual or special meeting of the Shareholders, called for the purpose, of which the notice shall specify the subject matter of the proposed alteration, amendment or repeal of the sections affected thereby, by vote of the Shareholders. The By-Laws may also be altered, amended or repealed by vote of a majority of the Directors then in office, except that the Directors shall not take any action which provides for indemnification of Directors, nor any action to amend Article XI, Section 9, and except that the directors shall not take any action unless permitted by law.

IN WITNESS WHEREOF, I, the undersigned, have hereunto
set my hand and seal this 10th day of December, 1996, for the
purpose of forming this Corporation under the office of the
Secretary of State of the State of Florida, those Articles of
Incorporation and certify that the facts herein stated are true.

ACCEPTANCE BY THE REGISTERED AGENT AS REQUIRED IN SECTION 607.0501 (3)
F.S.: Gerald Blain, Jr. IS FAMILIAR WITH AND ACCEPTS THE OBLIGATIONS
PROVIDED FOR IN SECTION 607.0505.



Gerard Blain, Jr.

Incorporator & Registered Agent

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA