

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

NAME _____

FIRM _____

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 \$ _____

RE: BJ Bj, Inc.

	C.C. FEE.	DISBURSED
<input checked="" type="checkbox"/> Capital Express™		
<input checked="" type="checkbox"/> Art. of Inc. File		
<input type="checkbox"/> Corp. Record Search		
<input type="checkbox"/> Ltd. Partnership File		
<input checked="" type="checkbox"/> Foreign Corp. File		
<input type="checkbox"/> () Cert. Copy(s)		
<input type="checkbox"/> Art. of Amend. File		
<input type="checkbox"/> Dissolution/Withdrawal		
<input type="checkbox"/> C U S-		
<input type="checkbox"/> Fictitious Name File		
<input type="checkbox"/> Name Reservation	600002074488-2 01/31/97 01000-013 ***122.50 ***122.50	
<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 File		
<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 Prep.		
<input type="checkbox"/> FAX () _____ pgs.		
SUBTOTALS		

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

REQUEST TAKEN CONFIRMED APPROVED

DATE _____

TIME _____ CK No. _____

BY _____

WALK-IN Will Pick Up 1/31 12:00 1/31

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

ARTICLES OF INCORPORATION
OF
BIBI, INC.

FILED
97 JAN 31 AM 10:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator hereby certifies to the following in order to form a corporation for a profit under the laws of the State of Florida.

ARTICLE I - NAME

The name of this corporation is **BJBJ, INC.**

ARTICLE II - DURATION

This corporation shall have perpetual existence.

ARTICLE III - PURPOSE

The general purposes for which the Corporation is organized are the following:

A. To engage in and transact any lawful business for which corporations may be incorporated under the Florida General Corporation Act. No other purpose limits this general purpose in any way.

B. To do such other things as are incidental to the purposes of the Corporation or necessary or desirable in order to accomplish them.

ARTICLE IV - PRINCIPAL OFFICE

The principal office of this corporation is 420 Whitman Road, S.E., Winter Haven, Florida 33884, and the corporate mailing address is at 420 Whitman Road, S.E., Winter Haven, Florida 33884.

ARTICLE V - CAPITAL STOCK

This corporation is authorized to issue 1,000 shares of One Dollar (\$1.00) par value common stock, which shall be designated "common shares".

ARTICLE VI - INITIAL REGISTERED OFFICE & AGENT

The street address of the initial registered office of this corporation is 60 Second Street, S.E., Winter Haven, Florida 33880, and the name of the initial registered agent at that address is BARRY W. BENNETT.

ARTICLE VII - BOARD OF DIRECTORS

This corporation shall have four (4) directors initially. The number of Directors may be increased or decreased from time to time in accordance with the by-laws but shall never be less than one. The individuals constituting the original Board shall be:

BRENDA J. QUINN
420 Whitman Road, S.E.
Winter Haven, FL 33884

JOHNNIE JOYCE BIGGERS
411 South Lake Florence Drive
Winter Haven, FL 33884

BITSY M. GOODWIN
19 Glimpsewood Lane
Morris Township, NJ 07960

JANICE A. GAFFNEY
411 South Lake Florence Drive
Winter Haven, FL 33884

ARTICLE VIII - INCORPORATOR

BRENDA J. QUINN, JOHNNIE JOYCE BIGGERS, BITSY M. GOODWIN and JANICE A. GAFFNEY are the persons signing these Articles of Incorporation.

ARTICLE IX - BY-LAWS

The power to adopt, amend or repeal by-laws shall be vested in the Board of Directors and the shareholders.

ARTICLE X - NON-RESTRICTION OF CONTRACT

No contract or other transaction of the corporation with any person, firm or other corporation, in the absence of fraud or wrongdoing shall be effected or invalidated by the fact

that any director of this corporation is party to or interested in such contract or other transaction or in any way connected with such person, firm or corporation, and each and every person who may become a director of this corporation is hereby relieved from any liability that might otherwise exist from his contracting with this corporation for the benefit of himself or any other firm, person or corporation in which he may be in any way interested.

ARTICLE XI - SHARE TRANSFER RESTRICTIONS

Shares of the corporation shall be issued to the following persons upon payment of the consideration determined by the Board of Directors:

Shareholder

**BRENDA J. QUINN
JOHNNIE JOYCE BIGGERS
BITSY M. GOODWIN
BRENDA J. QUINN, TRUSTEE OF THE
JANICE A. GAFFNEY TRUST DATED 4/3/95**

Shares held by each shareholder may not be sold or otherwise transferred to other persons unless first offered to this corporation or to the remaining shareholders in proportion to their shares. The price, terms, and other provisions regarding this restriction may be specified by written agreement among the shareholders, which agreement may expand this Article and which may also include the corporation as a party. These restrictions are intended to preserve exemptions under federal and state securities laws, to provide for orderly changes in ownership of shares, and to serve other reasonable purposes.

ARTICLE XII - RIGHTS OF INITIAL SHAREHOLDERS

The initial shareholders of this corporation shall collectively own no less than fifty-one percent (51%) of the issued and outstanding shares at all times. By acquiring shares in this

corporation, each shareholder agrees to abide by this right and restriction on corporate ownership.

ARTICLE XIII - AMENDMENT

The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment to them, and any right conferred upon the Shareholders is subject to this reservation.


BRENDA J. QUINN


JOHNNIE JOYCE BIGGERS



BITSY M. GOODWIN

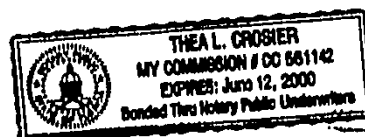

JANICE A. GAFFNEY

STATE OF FLORIDA
COUNTY OF POLK

I HEREBY CERTIFY that on this day, before me a Notary Public duly authorized in the state and county named above to take acknowledgments, personally appeared **BRENDA J. QUINN**, who is personally known to me or who has produced n/a as identification, known to me to be the incorporator of **BJBJ, INC.**, and who executed the foregoing Articles of Incorporation and who acknowledged before me that she subscribed to these Articles of Incorporation.

WITNESS my hand and official seal in the county and state named above, this ____ day of January, 1997.

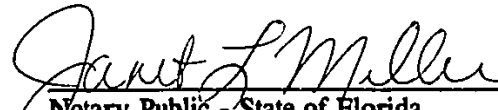


Notary Public - State of Florida
My Commission Expires:
My Commission No.



STATE OF FLORIDA
COUNTY OF POLK

I HEREBY CERTIFY that on this day, before me a Notary Public duly authorized in the state and county named above to take acknowledgments, personally appeared **JOHNNIE JOYCE BIGGERS**, who is personally known to me or who has produced _____ as identification, known to me to be the incorporator of **BJBJ, INC.**, and who executed the foregoing Articles of Incorporation and who acknowledged before me that she subscribed to these Articles of Incorporation.

WITNESS my hand and official seal in the county and state named above, this 21st day of January, 1997.


Notary Public - State of Florida
My Commission Expires _____
My Commission No. _____

Janet L. Miller
MY COMMISSION # CC540289 EXPIRES
March 14, 2000
BONDED THRU TROY FARM INSURANCE, INC.

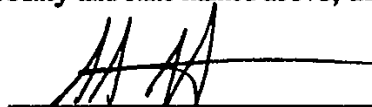
Palm B Florida
STATE OF ~~NEW JERSEY~~
COUNTY OF Palm Beach

I HEREBY CERTIFY that on this day, before me a Notary Public duly authorized in the state and county named above to take acknowledgments, personally appeared **BITSY M. GOODWIN**, who is personally known to me or who has produced Driver License as identification, known to me to be the incorporator of **BJBJ, INC.**, and who executed the foregoing Articles of Incorporation and who acknowledged before me that she subscribed to these Articles of Incorporation.

WITNESS my hand and official seal in the county and state named above, this 28 day of January, 1997.



Shawn Maslow
My Commission CC579558
Expires Aug. 25, 2000

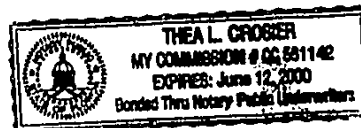

Notary Public - State of Florida
My Commission Expires: _____
My Commission No. _____

STATE OF FLORIDA
COUNTY OF POLK

I HEREBY CERTIFY that on this day, before me a Notary Public duly authorized in the state and county named above to take acknowledgments, personally appeared JANICE A. GAFFNEY who is personally known to me or who has produced n/a as identification, known to me to be the incorporator of BJB, INC., and who executed the foregoing Articles of Incorporation and who acknowledged before me that she subscribed to these Articles of Incorporation.

WITNESS my hand and official seal in the county and state named above, this ____ day of January, 1997.

Thea L. Croser
Notary Public - State of Florida
My Commission Expires:
My Commission No.



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

FILED
97 JAN 31 AM 10: 57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said act:

First -- that **BJBJ, INC.** desiring to organize under the laws of the State of Florida, has named **BARRY W. BENNETT**, of 60 Second Street, S.E., Winter Haven, Florida 33880, 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 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.



BARRY W. BENNETT
Registered Agent