

P 970000 20569

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: B & D Accessories
& Design Inc.

	C.C. FEE.	DISBURSED
<input checked="" type="checkbox"/> Capital Express™		
<input type="checkbox"/> Art. of Inc. File		
<input type="checkbox"/> Corp. Record Search		
<input type="checkbox"/> Ltd. Partnership File		
<input type="checkbox"/> Foreign Corp. File		
<input checked="" type="checkbox"/> (Per) 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		
<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 _____

F. Q. 4-10-94 328

MAR 6 1997

497 11531

REQUEST	TAKEN	CONFIRMED	APPROVED
DATE _____	_____	_____	_____
TIME _____	_____	_____	CK No. _____
BY <u>AAAP</u>	_____	_____	_____

WALK-IN
Will Pick Up 3/6/97

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

David H. McQuaig
Attorney At Law

5515-3 PHILIPS HIGHWAY
JACKSONVILLE, FLORIDA 32207
(904) 828-0085
(904) 828-0083/FAX

FILED
97 MAR -6 PM 12:59
TALLAHASSEE, FLORIDA

March 5, 1997

Secretary of State
Division of Corporations
Bureau of Corporate Records
P.O. Box 6327
Tallahassee, Florida 32314

Re: B & D ACCESSORIES & DESIGN, INC.

Dear Sir/Madam:

Enclosed please find the executed copy of the Articles of Incorporation for B & D Accessories & Design, Inc. Please file this copy and return a confirmation letter stating the date of filing and document number.

Our firm check in the amount of \$70.00 is enclosed to cover the filing fees.

If you should have any questions, please do not hesitate to call.

Sincerely,

David H. McQuaig/crs

David H. McQuaig

DHM/crs
Enclosure

*Articles
of
Incorporation
of
B & D Accessories & Design, Inc.*

FILED
97 MAR -6 PM 12:59
TALLAHASSEE, FLORIDA

ARTICLE I. NAME: The name of this corporation is:

B & D ACCESSORIES & DESIGN, INC.

**Whose mailing address is: 10466 Bigtree Circle West
Jacksonville, FL 32257**

ARTICLE II. DURATION: This corporation shall have a perpetual existence.

ARTICLE III. PURPOSE: The purpose of this corporation is to engage in the transaction of any and all business permitted under the laws of the United States of America and the State of Florida.

ARTICLE IV. CAPITAL STOCK: The maximum number of shares of stock that this corporation is authorized to have outstanding at any time is: 500 shares of common stock, each share having a par value of \$1.00.

ARTICLE V. FUTURE STOCK ISSUES: In the event of an issue of nonissued capital stock or of new stock, should the stock be increased, the existing stockholders at the time of such issue shall have the right to subscribe for and to purchase such stock so issued in a number of shares proportionate to the amount owned at the time of said subsequent issue. In the event that one or more of the stockholders shall fail or refuse to exercise their option, his or her right to subscribe shall inure to the benefit of the other stockholders. Written notice of intention to issue non-issued capital stock or new stock shall be given by the corporation to all stockholders and the stockholders shall notify the corporation of their intention to subscribe within thirty (30) days after such notice.

ARTICLE VI. REGISTERED AGENT: The initial registered agent for this corporation is David H. McQuaig, and the initial registered office is located at 5515-3 Philips Highway, Jacksonville, Florida, 32207.

ARTICLE VII. DIRECTORS: The corporation shall have two (2) directors initially, whose names and street addresses are as follows:

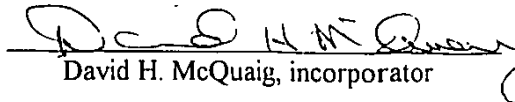
Dianna E. Putnal
10466 Bigtree Circle West
Jacksonville, FL 32257

Bunny Whitelaw
4323 Archcreek Avenue
Jacksonville, FL 32257

ARTICLE VIII. INCORPORATORS: The name and address of the incorporator of this corporation is as follows:

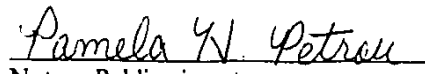
David H. McQuaig
5515-3 Philips Highway
Jacksonville, FL 32207

IN WITNESS WHEREOF, the undersigned incorporator has executed the foregoing Articles of Incorporation this 5th day of March, 1997.


David H. McQuaig, incorporator

STATE OF FLORIDA
COUNTY OF DUVAL

The foregoing Articles of Incorporation were acknowledged before me this 5th day of March, 1997, by David H. McQuaig, who is personally known to me and who did not take an oath.

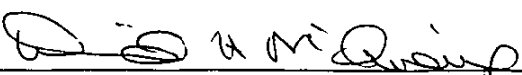

Notary Public signature
Name of Notary Public:
My Commission Expires:
My Commission Number:



Pamela H Petrou
My Commission CC579679
Expires Aug. 25, 2000

CONSENT OF REGISTERED AGENT

HAVING BEEN NAMED as registered agent for this corporation at the registered office designated in the foregoing articles of incorporation, the undersigned accepts the designation.



David H. McQuaig, Registered Agent

FILED
97 MAR -6 PM 12:59
TALLAHASSEE, FLORIDA