

97000027237

LAMAR TERRY MATTHEWS
2404 LEAFDALE CIRCLE SOUTH
JACKSONVILLE, FLORIDA 32218
PHONE: 904 751-1508
FAX: 904 751-5007

March 17, 1997

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

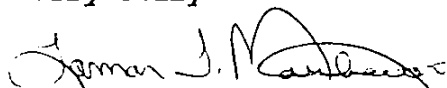
400002120314--2
-03/21/97--01038--013
****122.50 ****122.50

Gentlemen:

Enclosed herewith please find my check in the amount of \$122.50 along with The Articles of Incorporation for B-Holding Investment Inc. We hereby request the corporate certification by return mail.

Thanking you in advance, I am

Very truly



Lamar T. Matthews

APPROVED
AND
FILED

97 MAR 21 PM 12:52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Joe 3/26

APPROVED
AND
FILED

97 MAR 21 PM 12:52

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

of

B-HOLDING INVESTMENT INC.

The undersigned subscribers to these articles of incorporation, each a natural person competent to contract, hereby associate themselves together to form a corporation under the laws of the State of Florida.

ARTICLE I. NAME

The name of this corporation is: : B-HOLDING INVESTMENT INC.

ARTICLE II. NATURE OF BUSINESS

The general nature of the business to be transacted by this corporation is:

The acquisition and development of real estate.

To manufacture, purchase, or otherwise acquire, and to own, mortgage, pledge, sell assign, transfer or otherwise dispose of, and to invest in, trade in, deal in and with, goods, wares, merchandise, real and personal property, and services of every class, kind and description; except that it is not to conduct a banking, safe deposit, trust, insurance, surety, express, railroad, canal, telegraph, telephone or cemetery company, a building and loan association, mutual fire insurance association, cooperative association, fraternal benefit society, state fair or exposition.

To conduct business in, have one or more offices in, and buy, hold, mortgage, sell, convey, lease, or otherwise dispose of real and personal property, including franchises, patents, copyrights, trademarks, and licenses, in the State of Florida and in all other states and countries.

To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidence of indebtedness, and execute such mortgages, transfers of corporate property, or other instruments to secure the payment of corporate indebtedness as required.

To purchase the corporate assets of any other corporation and engage in the same or other character of business.

To endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of the shares of the capital stock of, or any bonds, securities, or other evidences of indebtedness created by any other corporation of the State of Florida or any other state or government, and while owner of such stock, to exercise all the rights, powers and privileges of ownership, including the right to vote such stock.

interest of the corporation.

To have and exercise all of the powers now or hereafter conferred upon corporations by the statutes and laws of the State of Florida.

All of the foregoing in this article shall be construed as both objects and powers. The enumeration of specific powers and purposes is not intended to restrict or limit in any way the powers or purposes of this corporation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time is:
FIVE MILLION SHARES

ARTICLE IV. INITIAL CAPITAL

The amount of capital with which this corporation will begin business is one thousand dollars (\$1000.00).

ARTICLE V. TERM

This corporation shall have perpetual existence.

ARTICLE VI. ADDRESS

The post office address of the principal office of this corporation in the State of Florida is:

2404 leafdale Circle South
Jacksonville, Florida 32218

The Board of Directors may from time to time move the office to any other place in Florida.

ARTICLE VII. DIRECTORS

This corporation shall have three directors initially. The number of directors may be either increased or diminished from time to time by the by-laws, but there shall never be less than three. Any director may be removed at any time, with or without cause, by the stockholders having the right and entitled to vote at a meeting called for that purpose.

ARTICLE VIII. INITIAL DIRECTORS

The names and post office addresses of the members of the first Board of Directors of this corporation are:

THOMAS F. BEECKLER
9428 BAYMEADOWS ROAD SUITE 112
JACKSONVILLE, FLORIDA 32256

BOBBY L. BEAVERS
1350 TRADEPORT DRIVE SUITE 101
JACKSONVILLE, FLORIDA 32218

LAMAR T. MATTHEWS
2404 LEAFDALE CIRCLE SOUTH

ARTICLE IX. SUBSCRIBERS

The name and post office address of the subscriber of these articles of incorporation is:

LAMAR T. MATTHEWS
2404 LEAFDALE CIRCLE SOUTH
JACKSONVILLE, FLORIDA 32218

ARTICLE X. MISCELLANEOUS

This corporation shall have the right to amend or repeal any provision contained in these articles of incorporation and any right conferred upon the stockholders is subject to this provision.

Ownership of stock in this corporation shall not be required to make any person eligible to hold office or to become a director in this corporation.

The stockholders, or any two of them, may by agreement recorded in the minute book of this corporation impose such restrictions on the subscribers to such agreement as they may see fit. The by-laws of this corporation may impose any restrictions on the sale, transfer or encumbrance of the stock in this corporation owned by the subscribers to such agreement as they may see fit. The by-laws of this corporation may impose any restrictions on the sale, transfer or encumbrance of the stock of this corporation as may be lawful under the statutes and laws of the State of Florida when such by-law is adopted or amended.

Any subscriber or stockholder present at any meeting, either in person or by proxy, and any director present in person at any meeting of the Board of Directors shall be conclusively deemed to have received proper notification of such meeting unless he shall make objection at such meeting to any defect or insufficiency of notice.

Any contract or other transaction between the corporation and one or more of its directors, or between the corporation and any firm of which one or more of its directors are members or employees, or in which they are interested, or between the corporation and any corporation or association of which one or more of its directors are shareholders, members, directors, officers, or employees, or in which they are interested, shall be valid for all purposes, notwithstanding the presence of such director or directors at the meeting of the Board of Directors of the corporation, which acts upon, or in reference to, such contract or transaction, and notwithstanding his or their participation in such action, if the fact of such interest shall be disclosed or known to the Board of Directors and the Board of Directors shall, nevertheless, authorize, approve or ratify such contract or transaction by a vote of a majority of the directors present, such interested director or directors to be counted in determining whether a quorum is present, but not to be counted in calculating the majority necessary to carry such vote. These provisions shall not be construed to invalidate any contract or other transaction which would otherwise be valid under the common law and statutory law applicable thereto.

ARTICLE XI. INDEMNITY

This corporation is authorized to indemnify any director, officer, or employee, or former director, officer or employee of this corporation, or any person who may have served at its request as a director, officer or employee of another corporation in which it owns shares of capital stock, or which it is a creditor, against expenses actually and necessarily incurred by him in connection with the defense of any action, suit or proceeding in which he is made a party by reason of being or having been such director, officer, or employee, except in relation to matters as to which he shall be adjudged in such action, suit, or proceeding to be liable for negligence or misconduct in the performance of duty. This corporation may also reimburse to any director, officer, or employee the reasonable costs of settlement of any such action, suit, or proceeding, if it shall be found by a majority of a committee composed of the directors of this corporation not involved in the matter in controversy (whether or not it is a quorum) that it was to the interests of this corporation that such settlement be made and that such director, officer, or employee was not guilty of negligence or misconduct. Such indemnification or reimbursement shall not preclude such director, officer, or employee from exercising any rights to which he may be entitled under the by-laws or otherwise.

ARTICLE XII. AMENDMENT

These articles of incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholders meeting by two thirds (2/3) of the stock entitled to vote thereon, unless all the directors and all the common stockholders sign a written statement manifesting their intention that a certain amendment of these articles of incorporation be made.

ARTICLE XIII. REGISTERED AGENT

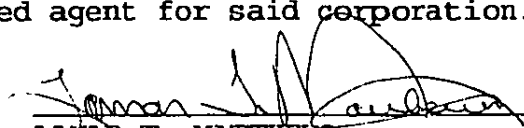
The Registered Agent for this corporation shall be LAMAR T. MATTHEWS whose address is 2404 Leafdale Circle South, Jacksonville, FL 32218, until such time as a Statement of Change shall be filed in accordance with Sections 607.034 and 607.037 of the Florida Statutes.

ARTICLE XIV. REGISTERED OFFICE

The Registered Office for this corporation shall be 2404 LEAFDALE CIRCLE SOUTH, JACKSONVILLE, FLORIDA 32218, until such time as a Statement of Change shall be filed in accordance with Sections 607.034 and 607.037 of the Florida Statutes.

ACCEPTANCE BY REGISTERED AGENT:

I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation.

 (SEAL)
LAMAR T. MATTHEWS

IN WITNESS WHEREOF, the undersigned incorporator, being a natural person competent to contract, has hereunto set his hand and affixed his seal this _____ day of March, 1997.

 (SEAL)
LAMAR T. MATTHEWS

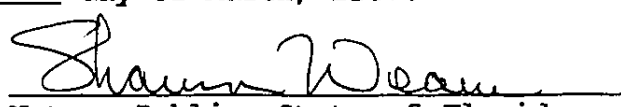
STATE OF FLORIDA }
COUNTY OF DUVAL }

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized in the State and County named above to take acknowledgements, personally appeared LAMAR T. MATTHEWS, to me known to be the person described as the Subscriber in, Registered Agent of, and who executed the foregoing Articles of Incorporation, and he acknowledged before me that he subscribed to those Articles of Incorporation and accepted the duties and responsibilities as Registered Agent for said corporation.

WITNESS my hand and official seal in the County and State named above this 17th day of March, 1997.



Shannon P. Weaver
MY COMMISSION # CC548488 EXPIRES
April 9, 2000
BONDED THRU TROY FAIR INSURANCE, INC.


Notary Public, State of Florida

My commission expires:

April 9, 2000