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LAW OFFICES OF
DANIEL J. GRIECO

19139 GULF BOULEVARD
INDIAN SHORES, FLORIDA 34635
TELEPHONE (813) 596-4329
FAX (813) 593-1377

145 FIFTH AVENUE NORTHEAST
ST. PETERSBURG, FLORIDA 33701
TELEPHONE (813) 821-9882

REPLY TO: INDIAN SHORES

April 30, 1997

Florida Division of Corporations
409 East Gaines Street
Tallahassee, FL 32301

400002169294--8
-05/07/97--01053--015
****122.50 ****122.50

Re: Articles of Incorporation for
BCT Development, Inc.

Dear Sirs:

Please file the enclosed Articles of Incorporation and return a certified copy to my Indian Shores office in the enclosed self-addressed stamped envelope. I have enclosed a check in the amount of \$122.50 to cover your filing fee as well as the fee for the certified copy.

Thank you for your cooperation.

Sincerely,



Daniel J. Grieco

DJG:sh
Enc.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 MAY -7 PM 2:59

Done 5/9

**ARTICLES OF INCORPORATION
OF**

BCT DEVELOPMENT, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 MAY -7 PM 2:59

I, the undersigned, hereby establish myself as sole subscriber of the above corporation under the laws of the State of Florida, by and under the provisions of the statutes of the State providing for the formation, liability, rights, privileges and immunities of a Corporation for profit.

ARTICLE I.

The name of this Corporation is BCT DEVELOPMENT, INC.,
(Hereinafter referred to as the "Corporation").

ARTICLE II.

The general nature of the business and objects and purposes proposed to be transacted, promoted, or carried on are to do any and all of the things hereinafter mentioned, as fully and to the same extent as natural persons might or could do.

a. Generally, construction and development of residential and commerical real estate projects and buildings.

b. To tender notes and mortgages secured by assets obtained by the Corporation and to deal with the sale and purchase of properties, both real and personal, or any interest therein.

c. To operate, control, manufacture, purchase, acquire, dispose of, invest, trade, deal in or with goods, wares, merchandise, and any other personal property of every class or description whatsoever.

d. To buy, sell, manufacture, repair, alter and exchange, let or hire, export and deal in all kinds of articles and things which may be required for the purpose of any of the businesses described herein.

e. To acquire, hold, own, dispose of, and generally deal in grants, concessions, franchises, and contracts of every kind; to cause to be formed, to promote, and to aid in any way in the formation of any corporation, domestic or foreign.

f. To borrow money and contract debts when necessary for the transaction of its business or for the exercise of its corporate rights, privileges or franchises, or for any other lawful purpose of its incorporation; to issue bonds, notes, bills of exchange, debentures and other obligations and evidences of indebtedness payable at a specified time or times, or upon a specified event or events, secured or unsecured.

g. To acquire by purchase, subscription or otherwise, and to hold for investment, and to own, hold, sell, vote and handle shares of stock in other corporations.

h. To have one or more offices, conduct its business and promote its objects within and without the State of Florida, in other states, the District of Columbia, the territories, possessions and dependencies of the United States and in foreign countries without restriction as to place or amount.

i. The foregoing paragraphs shall be construed as enumerating both objects and powers of this Corporation; and it is hereby expressly provided that the foregoing enumeration of

specific powers shall not be held to limit or restrict in any manner the powers of this Corporation.

ARTICLE III.

The amount of the total authorized capital stock of this Corporation shall be Five Hundred (500) shares of stock with a par value of \$1.00, to be distributed in accordance with Article IX herein.

The whole or any part of the Corporation shall be payable in lawful money of the United States of America, property, labor, or services at a just evaluation to be fixed by the directors. Property or labor may also be purchased with capital stock at such evaluation as shall be fixed by the Directors.

ARTICLE IV.

The amount of capital stock with which the Corporation shall begin business shall be Five Hundred (500) shares, par value of \$1.00.

ARTICLE V.

The corporation shall have perpetual existence.

ARTICLE VI.

The principal place of business of said Corporation is to be located at 12350 South Belcher Road, Suite 13A, Largo, FL 33773, with the privilege, however, of having branch offices or places of

business at any place or places within or without the State of Florida or in foreign countries.

ARTICLE VII.

The affairs of the Corporation shall be conducted by a Board of not less than three Directors.

ARTICLE VIII.

The name and post office address of the First Board of Directors of the Corporation who, subject to the provisions of this Certificate of Incorporation and the By-Laws and General Corporation Law of the State of Florida, shall hold office for the first year of the Corporation's existence, or until his or her successor is elected and qualified, is as follows:

Todd Johnson	7219 - 3rd Avenue South St. Petersburg, FL 33707
Chris Sorenson	7327 - 2nd Avenue South St. Petersburg, FL 33707
Ferdinand J. Sorenson	8101 - 137 Street Seminole, FL 34646

ARTICLE IX.

The name and post office address of the subscriber to these Articles of Incorporation is as follows:

Todd Johnson	7219 - 3rd Avenue South St. Petersburg, FL 33707
Chris Sorenson	7327 - 2nd Avenue South St. Petersburg, FL 33707
Ferdinand J. Sorenson	8101 - 137 Street Seminole, FL 34646

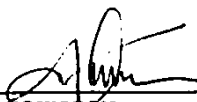
ARTICLE X.

The original issuance of stock is as follows:

500 shares

Ferdinand J. Sorenson


IN WITNESS WHEREOF, the undersigned have made and subscribed this Certificate of Incorporation at Indian Shores, State of Florida, for the uses and purposes aforementioned this 29th day of April, 1997.



TODD JOHNSON


STATE OF FLORIDA
COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me this 29th day of April, 1997, by TODD JOHNSON, who is personally known to me or who has produced N/A as identification and who did take an oath.



NOTARY PUBLIC
My Commission Expires:
June 4, 2000

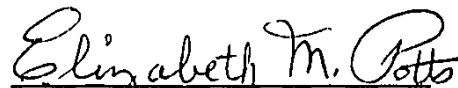
ELIZABETH M. POTTS
Notary Public, State Of Florida At Large
My Commission Expires June 4, 2000
Commission Number CC 558172



CHRIS SORENSON

STATE OF FLORIDA
COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me this 29th day of April, 1997, by CHRIS SORENSON, who is personally known to me or who has produced N/A as identification and who did take an oath.



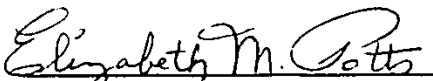
NOTARY PUBLIC
My Commission Expires:
June 4, 2000

ELIZABETH M. POTTS
Notary Public, State Of Florida At Large
My Commission Expires June 4, 2000
Commission Number CC 558172


FERDINAND J. SORENSON

STATE OF FLORIDA
COUNTY OF PINELLAS

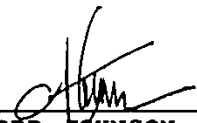
The foregoing instrument was acknowledged before me this 29th
day of April, 1997, by FERDINAND J. SORENSON, who is personally
known to me or who has produced N/A as
identification and who did take an oath.


NOTARY PUBLIC
My Commission Expires:
June 4, 2000

ELIZABETH M. POTTS
Notary Public, State Of Florida At Large
My Commission Expires June 4, 2000
Commission Number CC 558172

DESIGNATION OF RESIDENT AGENT

This shall serve as notice that the undersigned, TODD JOHNSON,
whose registered address is 7219 - 3rd Avenue South, St.
Petersburg, FL 33707, shall accept service of process for the above
named Corporation, their address being 12350 South Belcher Road,
Suite 13 A, Largo, FL 33773.


TODD JOHNSON

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 MAY -7 PM 2:59