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June 9, 1997

Florida Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

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*****122.50 *****122.50

RE: BP Development Corp.

Dear Sir/Madam:

Enclosed for filing, please find an original and one (1) copy of the proposed Articles of Incorporation for BP Development Corp., together with our firm's check in the amount of \$122.50, representing the filing fee for said articles. Please return a certified filed copy of enclosed to the undersigned at your earliest convenience.

Sincerely,

Helen Brock Ford
Helen Brock Ford
Paralegal

/hbf
Enclosures

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 JUN 13 PM 3:30

6-13-97
WS

**ARTICLES OF INCORPORATION
OF
BP DEVELOPMENT CORP.**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
91 JUN 13 PM 3:30

ARTICLE I - NAME

The name of this corporation is BP DEVELOPMENT CORP.

ARTICLE II - PRINCIPAL OFFICE AND MAILING ADDRESS

The initial address of the principal place of business and mailing address of the corporation is 259 Promenade Circle, Heathrow, Florida 32746.

ARTICLE III - AUTHORIZED SHARES

The maximum number of shares of stock that the corporation is authorized to have outstanding at any one time is 1,000 shares of voting Class A common stock having a par value of \$.10 per share and 1,000 shares of non-voting Class B common stock having a par value of \$.10 per share.

ARTICLE IV - INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The street address of the initial registered office of the corporation is 390 North Orange Avenue, Suite 1100, Orlando, Florida 32801 and the initial registered agent of this corporation at that address is B&C Corporate Services of Central Florida, Inc.

ARTICLE V - INCORPORATOR

The name and address of the incorporator is as follows:

<u>Name</u>	<u>Address</u>
B&C Corporate Services of Central Florida, Inc.	390 North Orange Avenue Suite 1100 Orlando, Florida 32801

ARTICLE VI - INITIAL BOARD OF DIRECTORS

The name and street address of the sole member of this corporation's initial Board of Directors is as follows:

Craig A. Baumann

259 Promenade Circle
Heathrow, Florida 32746

IN WITNESS WHEREOF, the undersigned does hereby execute this instrument this
9th day of June, 1997.

B&C Corporate Services of Central Florida,
Inc.

By: Helen Brock Ford
Helen Brock Ford, Vice President

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered agent, in the State of Florida.

1. The name of the corporation is BP DEVELOPMENT CORP.
2. The name and address of the registered agent and office is:

B&C CORPORATE SERVICES OF
CENTRAL FLORIDA, INC.
390 North Orange Avenue
Suite 1100
Orlando, Florida 32801

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 JUN 13 PM 3:30

BP DEVELOPMENT CORP.

By: B&C Corporate Services of Central
Florida, Inc.

By: Helen Brock Ford
Helen Brock Ford, Vice President

Title: Incorporator

Dated this 9th day of June, 1997.

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, THE UNDERSIGNED HEREBY AGREES TO ACT IN THIS CAPACITY, AND FURTHER AGREES TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF ITS DUTIES, AND ACCEPTS THE DUTIES AND OBLIGATIONS OF ITS POSITION AS REGISTERED AGENT INCLUDING THOSE CONTAINED IN SECTION 607.0505, FLORIDA STATUTES.

B&C CORPORATE SERVICES OF
CENTRAL FLORIDA, INC.

By: Helen Brock Ford
Helen Brock Ford, Vice President

Dated this 9th day of June, 1997.