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BILLYMYRE ENTERPRISES, INC.
5284 Hemingway Lane East, Unit 1302
Naples, Florida 34116

Office: (941) 352-6720
Fax: (941) 598-3785

June 20, 1997

CERTIFIED MAIL - P 313 027 776
RETURN RECEIPT REQUESTED

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

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-07/02/97--01093--003
****122.50 ****122.50

Re: Billmyre Enterprises, Inc.

Dear Sir/Madam:

Enclosed please find the original Articles of Incorporation and Appointment of Resident Agent regarding Billmyre Enterprises, Inc. for filing with the Secretary of State. Our draft in the amount of \$122.50 (\$70.00 filing fee; \$52.50 certified copy fee) is also enclosed. Please return a certified copy of the same once they have been filed.

Please do not hesitate to contact our office if you have any questions.

Thank you for your cooperation.

Very truly yours,

Lori A. Stein
Lori A. Stein

Enclosures

sec-sta:lr

FILED
97 JUL -2 AM 9:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

mc 7/3/97

ARTICLES OF INCORPORATION
OF
BILLMYRE ENTERPRISES, INC.

FILED
97 JUL -2 AM 9:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned for the purpose of forming a corporation under the Florida General Corporation Act, Florida Statutes, Section 607, hereby adopts the following Articles of Incorporation:

ARTICLE I - NAME

The name of this corporation is BILLMYRE ENTERPRISES, INC.

ARTICLE II - DURATION

The existence of this corporation shall commence with the filing of these articles. The term of existence of this corporation is perpetual.

ARTICLE III - PURPOSE

The purpose is to engage in the business of buying, selling, constructing, repairing, supervising and managing the construction of commercial and residential structures as permitted under the laws of the United States and the State of Florida.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue One Thousand (1,000) shares all of one class, at \$1.00 par value common stock.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The name and address of the initial registered agent and office of this corporation is as follows:

Gary W. Billmyre
5284 Hemingway Lane East
Unit 1302
Naples, Florida 34116

The initial street address of the principal office of the corporation in the State of Florida will be: 5284 Hemingway Lane East, Unit 1302, Naples, Florida 34116.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have two (2) directors initially. The number of directors may be either increased or decreased from time to time by the By-Laws.

The names and addresses of the initial directors of this corporation are:

Gary W. Billmyre	Lori A. Stein
5284 Hemingway Lane East	5284 Hemingway Lane East
Unit 1302	Unit 1302
Naples, FL 34116	Naples, FL 34116

ARTICLE VII - INCORPORATORS

The name and address of the person signing these Articles of Incorporation is:

Gary W. Billmyre
5284 Hemingway Lane East
Unit 1302
Naples, Florida 34116

ARTICLE VIII - PREEMPTIVE RIGHTS

The holders of the common stock of this corporation shall have preemptive rights to purchase, at prices, terms and conditions that shall be fixed by the Board of Directors, such of the shares of the stock of this corporation as may be issued for money or any property or services from time to time, in addition to that stock authorized and issued by the corporation. The preemptive right of any holder is determined by the ratio of the authorized and issued shares of common stock held by the holder of all shares of common stock currently authorized and issued.

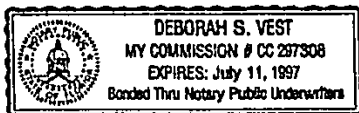
IN WITNESS WHEREOF, I have subscribed my name this 20th day of June, 1997.


GARY W. BILLMYRE, Incorporator

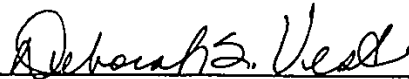
STATE OF FLORIDA
COUNTY OF COLLIER

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State and County aforesaid to take acknowledgments, personally appeared GARY W. BILLMYRE, who is personally known to me, and who did take an oath, and is named in the foregoing instrument and that he acknowledged executing the same, in the presence of two subscribing witnesses, freely and voluntarily.

WITNESS my hand and official seal in the State and County last aforesaid this 20th day of June, 1997.



(SEAL)


NOTARY PUBLIC

DEBORAH S. VEST
Printed Name of Notary
My Commission Number is: CC 297308
My Commission Expires: 7/11/97

LS
articles.inc

**APPOINTMENT OF RESIDENT AGENT
STATE OF FLORIDA
DEPARTMENT OF STATE**

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING
AGENT UPON WHOM PROCESS MAY BE SERVED AND NAMES AND
ADDRESSES OF THE OFFICERS AND DIRECTORS.

BILLMYRE ENTERPRISES, INC., a corporation under the laws of the State of Florida, with its principal office at 5284 Hemingway Lane East, Unit 1302, Naples, Florida, and has named GARY W. BILLMYRE as its Resident Agent to accept service of process within this State.

OFFICERS:

PRESIDENT - Gary W. Billmyre
VICE-PRESIDENT - Lori A. Stein


DIRECTORS:

Gary W. Billmyre	Lori A. Stein
5284 Hemingway Lane East	5284 Hemingway Lane East
Unit 1302	Unit 1302
Naples, Florida 34116	Naples, Florida 34116

DATED: June 20, 1997

ACCEPTANCE:

I agree as Resident Agent to accept Service of Process; to keep the office open during prescribed hours; to post my name (and any other officers of said corporation authorized to accept service of process at the above Florida designated address) in some conspicuous place in the office as required by law.


GARY W. BILLMYRE, Resident Agent

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articles inc

FILED
97 JUL -2 AM 9:16
STATE
TALLAHASSEE, FLORIDA