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VANNESS & VANNESS, P.A.

ATTORNEYS AND COUNSELORS AT LAW

Thomas M. (Mont) VanNess, Jr.
Denise VanNess

J. Stephen Pullum, Of Counsel
Marybeth L. Pullum, Of Counsel

6206 West Corporate Oaks Drive
(Meadowcrest - Corporate Oaks)
Crystal River, Florida 34429
Telephone: (352) 795-1444
Facsimile: (352) 795-0961

July 2, 1997

Division of Corporations
Department of State
Post Office Box 6327
Tallahassee, FL 32399

Re: B & C Cairns, Inc.

200002231362--9
-07/07/97--01110--014
****122.50 ****122.50

Dear Sir:

Enclosed please find the original Articles of Incorporation for the above-referenced corporation as well as a check in the amount of \$122.50 to cover the costs involved with filing the above-referenced corporation. After filing this corporation, please return a certified copy of the Articles and Designation of Registered Agent to this office.

Thank you for your cooperation and assistance. If you have any questions, please do not hesitate to call.

Best regards,

Mont Van Ness

Thomas M. VanNess, Jr.

TMV:11
Enclosures

Dmc
7/8/97

FILED
97 JUL -7 PM 12:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
B & C CAIRNS, INC.

FILED

97 JUL -7 PM 12:25

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporators, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt the following Articles of Incorporation:

ARTICLE I - NAME

The name of the Corporation shall be: B & C CAIRNS, INC.

ARTICLE II - PRINCIPAL OFFICE

The principal place of business and mailing address of this Corporation, shall be:

5055 W. MAPLE LEAF COURT
LECANTO, FL 34461

ARTICLE III - DURATION

The duration of the Corporation is perpetual.

ARTICLE IV - PURPOSE

The general purpose for which the Corporation is organized is to transact all lawful business for which Corporations may be organized under the Florida Business Corporation Act (F.S.A. Chapter 607).

ARTICLE V - CAPITAL STOCK

The number of shares of stock, the par value, and class of said stock that this Corporation is authorized to have outstanding at any one time is: One Thousand (1,000) shares of common stock, having no par value.

ARTICLE VI - REGISTERED OFFICE & AGENT

The street address of the corporation's initial registered office is 5055 Maple Leaf Court, Lecanto, Florida 34461, and the name of its initial registered agent at that office is Colleen A. Cairns.

ARTICLE VII - BOARD OF DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the Corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. The number of directors constituting the initial Board of Directors is two (2). The number of Directors may be increased or decreased from time to time in accordance with the Bylaws but shall never be less than one (1). The names and addresses of the initial Directors of the Corporation are as follows:

ROBERT L. CAIRNS
5055 W. MAPLE LEAF COURT
LECANTO, FL 34461

COLLEEN A. CAIRNS
5055 W. MAPLE LEAF COURT
LECANTO, FL 34461

ARTICLE VIII - INCORPORATORS

The name and street address of the Incorporators of these Articles of Incorporation are as follows:

ROBERT L. CAIRNS
5055 W. MAPLE LEAF COURT
LECANTO, FL 34461

COLLEEN A. CAIRNS
5055 W. MAPLE LEAF COURT
LECANTO, FL 34461

The undersigned Incorporators have executed these Articles of Incorporation this 3rd day of July, 1997.


ROBERT L. CAIRNS, Incorporator


COLLEEN A. CAIRNS, Incorporator

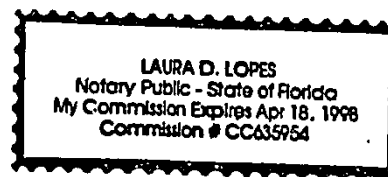
STATE OF FLORIDA)
COUNTY OF CITRUS)

Before me personally appeared ROBERT L. CAIRNS and COLLEEN A. CAIRNS, who produced DRIVER'S LICENSE as identification and

who ~~did~~ (did not) take an oath, and who acknowledged to and before me that they executed said instrument for the purposes therein expressed.

WITNESS my hand and official seal this 3rd day of July, 1997.

Laura D. Lopes
NOTARY PUBLIC
Printed Name: LAURA D. LOPES




**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

FILED

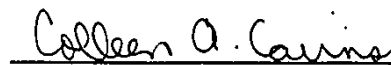
PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA
STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF
THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT. FLORIDA
DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT IN THE STATE OF
FLORIDA:

1. The name of the corporation is: B & C CAIRNS, INC.
2. The name and address of the registered agent and office
are:

COLLEEN A. CAIRNS
5055 W. MAPLE LEAF COURT
LECANTO, FL 34461


ROBERT L. CAIRNS
President
Date: 7-3-97

Having been named as registered agent and to accept service of
process for the above stated corporation at the place designated in
this certificate, I hereby accept the appointment as registered
agent and agree to act in this capacity. I further agree to comply
with the provisions of all statutes relating to the proper and
complete performance of my duties, and I am familiar with and
accept the obligations of my position as registered agent.


COLLEEN A. CAIRNS
Registered Agent
Date: 7-3-97