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WICKER, SMITH, TUTAN, & HARRIS
McCoy, GRAHAM & FORD, P.A.

5TH FLOOR GROVE PLAZA BUILDING
2900 MIDDLE STREET (S.W. 28TH TERRACE)

MIAMI, FLORIDA 33188

(305) 448-3939

TELECOPIER (305) 441-1745

FORT LAUDERDALE OFFICE
BARNETT BANK PLAZA, 5TH FLOOR
ONE EAST BROWARD BOULEVARD
P.O. BOX 14460
FORT LAUDERDALE, FLORIDA 33302
(954) 467-6405
TELECOPIER (954) 760-9353

WEST PALM BEACH OFFICE
UNITED NAT'L BANK TOWER • SUITE 700
1845 PALM BEACH LAKES BOULEVARD
P.O. BOX 2508
WEST PALM BEACH, FLORIDA 33402
(561) 689-3800
TELECOPIER (561) 689-9208

ORLANDO OFFICE
BARNETT BANK CENTER • SUITE 1000
300 NORTH ORANGE AVENUE
P.O. BOX 2753
ORLANDO, FLORIDA 32802
(407) 843-3939
TELECOPIER (407) 649-8118

TAMPA OFFICE
100 NORTH TAMPA STREET
SUITE 3650
TAMPA, FLORIDA, 33602
(813) 222-3939
TELECOPIER (813) 222-3938

FILED
SEP 15 AM 10:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

September 10, 1997

Corporate Records Bureau
Division of Corporations
Department of State
Post Office Box 6327
Tallahassee, Florida 32301

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****122.50 ****122.50

Re: Bevinco of Broward County, Inc.
Articles of Incorporation
Our File No. 40089-2

Gentlemen:

On behalf of the above referenced corporation, I enclose herewith original and one (1) copy of the executed and notarized Articles of Incorporation, together with our firm check in the amount of \$122.50.

Please cause the original copy of the Articles of Incorporation to be filed among the corporate records of the State of Florida. Please return the copy to the undersigned, together with your certificate that this is a certified copy of the original Articles of Incorporation.

The check enclosed herein is in payment of the following fees or charges:

Filing Fee	\$35.00
Certified Copy Fee	52.50
Resident Agent Fee	35.00
TOTAL	\$122.50


W97-27344
P. Hall

SEP 19 1997

Secretary of State of Florida
September 10, 1997
Page 2

Thank you for your attention to this matter.

Very truly yours,



Nicholas E. Christin

NEC/kfp
Enclosures

cc: Mr. Stuart W. Shockley
403612.51

LAW OFFICES
**WICKER, SMITH, TUTAN, O'HARA
McCoy, GRAHAM & FORD, P.A.**

5TH FLOOR GROVE PLAZA BUILDING
2900 MIDDLE STREET (S.W. 28TH TERRACE)

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TAMPA OFFICE
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TELECOPIER (813) 222-3938

September 16, 1997

Ms. Pam Hall
Division of Corporations
Department of State
Post Office Box 6327
Tallahassee, Florida 32314

Re: Bevinco of Broward County, Inc.
Articles of Incorporation
Our File No. 40089-2

Dear Ms. Hall:

In furtherance of your telephone conversation with my secretary of today, I enclose herewith the executed Acknowledgment of Registered Agent for Bevinco of Broward County, Inc.

Thank you for your assistance in this matter.

Very truly yours,



Nicholas E. Christin

NEC/kfp

Enclosure
40471.51

FILED

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
BEVINCO OF BROWARD COUNTY, INC.

PREAMBLE

We, the undersigned, do hereby associate ourselves under the following Articles, for the purpose of forming a corporation under the laws of the State of Florida.

ARTICLE I

NAME

The name of the Corporation shall be:

BEVINCO OF BROWARD COUNTY, INC.

ARTICLE II

PRINCIPAL OFFICE

The principal office of the Corporation shall be:

1021 Hillsboro Mile, #906
Hillsboro Beach, FL 33062

ARTICLE III

GENERAL NATURE OF BUSINESS

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

(1) Engaging in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV

CORPORATE POWERS

This Corporation shall have all powers now and hereafter granted corporations for profit under the laws of the State of Florida, including the Emergency Powers included in §607.0303, Florida Statutes.

ARTICLE V

CAPITAL STOCK

(1) This corporation is authorized to issue two (2) classes of shares of stock to be designated as preferred and common, respectively; the total number of shares that may be issued by this corporation is 10,000 shares, with 2,500 shares to be preferred shares and 7,500 shares to be common shares. All such shares shall have a par value of \$1.00. All or any part of the shares of the common and preferred capital stock may be issued by the corporation from time to time and for such consideration as may be determined upon and fixed by the Board of Directors, as provided by law, with due regard to the interest of the existing Shareholders; and when such consideration has been received by the corporation, such shares shall be deemed fully paid.

The nature and extent of the preferences, rights, privileges, and restrictions granted to or imposed upon the holders of the respective classes of stock are as follows:

(a) The holders of the preferred stock shall be entitled to receive from the surplus or net profits arising from the business of the corporation a fixed yearly dividend of \$10.00 per share on or before May 1, 2000, \$20.00 per share on or before May 1, 2001 and \$30.00 per share on or before May 1, 2002. Should the surplus or net profits arising from the business of the corporation prior to any dividend day be insufficient to pay the dividends on the preferred stock, such dividends shall be payable from future profits, and no dividends shall, at any time, be paid on the common stock, until the full amount set forth above shall be paid on all of the preferred stock.

(2) No stock in this corporation shall be sold or transferred on or before July 15, 2002. If stock of this corporation was transferable by operation of law, the successor in interest shall give written notification, by certified mail, to the corporation at its principal office, describing the events which mandated the transfer of the shares by operation of law. The corporation shall

have an exclusive right to purchase said stock for its fair market value by an appraiser selected by mutual agreement of the corporation and the stockholder's successor. If the corporation and the stockholder's successor are unable to agree upon an appraiser, each shall select an appraiser and the two appraisers shall select a third appraiser. If the corporation is unwilling or unable to transfer said shares, the shareholder agrees that any transfer by operation of law shall, if possible, be to one shareholder and not to multiple shareholders.

(3) On or after July 15, 2002, the corporation shall have the right to purchase, redeem or retire all, but not less than all, of the outstanding preferred stock of any preferred stockholder for its fair market value as determined by an appraiser selected by the mutual agreement of the corporation and the stockholder. If the parties are unable to agree upon an appraiser, each shall select one and the two appraisers selected shall agree on a third appraiser. The appraiser shall determine the fair market value. Each appraiser shall be a certified public accountant. The election may be exercised annually by written notice, no less than 120 days prior to the end of the calendar year in question. The valuation shall be conducted by the appraiser, with the value determined as of the end of the calendar year following the receipt of the notice and the closing shall occur thirty (30) days after the valuation of said stock. The stockholder shall have a similar option to require the corporation to purchase its shares utilizing the same procedure. However, in the event of said exercise by the stockholder, the purchase price shall be payable over five (5) years in equal monthly installments of principal and interest, with interest at the rate of seven (7%) percent per annum.

ARTICLE VI

REQUIRED CAPITAL

This corporation shall begin business with a capital of not less than Five Hundred (\$500.00) Dollars.

ARTICLE VII

TERM OF EXISTENCE

This corporation shall exist perpetually.

ARTICLE VIII

DIRECTORS

(1) The business of this corporation shall be conducted by a Board of Directors consisting of seven (7) or more Directors, who shall be elected in accordance with the By-Laws.

(2) Members of the Board of Directors or an Executive Committee of such Board will be deemed present and may conduct business at any meeting of such Board or Committee by means of a conference telephone or similar communication equipment if used so that all persons participating in the meeting can hear each other.

(3) The name and street address of the members of the first Board of Directors of this corporation, who shall hold office for the first year of its existence or until their successors are elected and qualified are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Kenneth Lahey	7096 Starboard Drive Whitehall, MI 49461
Stuart W. Shockley	1021 Hillsboro Mile, #906 Hillsboro Beach, FL 33062
John W. Shockley	14823 Winters Road Kewadin, MI 49648
Nancy Yerkes Welch	3715 Dutchess Grand Rapids, MI 49506
Genevieve C. Duffy	145 S. Kainer Avenue Barrington, IL 60010
David Trzybinski	1019 Parchment Drive Grand Rapids, MI 49546
Irene Duffy	601 Plymouth Avenue Grand Rapids, MI 49506

ARTICLE IX

STREET ADDRESS AND DESIGNATION OF REGISTERED AGENT

That, BEVINCO OF BROWARD COUNTY, INC., desiring to organize under the laws of the State of Florida has designated its initial registered office as 2900 Middle Street, 5th Floor, Miami, Dade County, Florida, and has named Nicholas E. Christin as its initial Registered Agent who is located at such address.

ARTICLE X

SUBSCRIBERS

The names and residence addresses of the Subscribers to these Articles of Incorporation are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Stuart W. Shockley	1021 Hillsboro Mile, #906 Hillsboro Beach, FL 33062

ARTICLE XI

SCOPE OF ARTICLES

The provisions of these Articles, and amendments thereto, and each and every Article and Section thereof, and the provisions of the By-Laws and amendments thereof, shall be considered a part of every contract and transaction to which this corporation shall be a party. Every person, association and/or corporation dealing with this corporation is hereby charged with notice and knowledge of the powers and limitations of powers of this corporation.

WITNESS our hands and seals this 31 day of August, 1997.

 (SEAL)
STUART W. SHOCKLEY

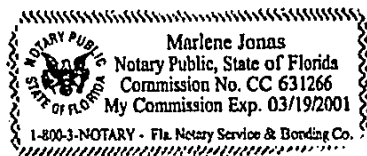
STATE OF FLORIDA)
COUNTY OF Broward) SS:

BEFORE ME, the undersigned authority, personally appeared STUART W. SHOCKLEY, to me well known to be the person described in and who executed and subscribed to the foregoing Articles of Incorporation, and he acknowledged before me that he executed and subscribed the same for the purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal at Deerfield Beach, in said County and State, this 31 day of August, 1997.

Marlene Jonas
Notary Public, State of Florida
at Large

My commission expires:



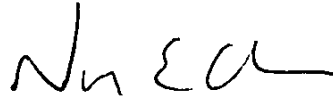
FILED

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ACKNOWLEDGMENT OF REGISTERED AGENT

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Having been named to accept Service of Process for BEVINCO OF BROWARD COUNTY, INC., at place designated in ARTICLE IX of the attached Articles of Incorporation, I hereby acknowledge that I am familiar with and accept the obligations of that position.



Registered Agent

(SEAL)