

P97000090007



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 570636 1299A

AUTHORIZATION :

Patricia Pizito

COST LIMIT : \$ PPD

ORDER DATE : October 20, 1997

ORDER TIME : 11:39 AM

ORDER NO. : 570636-005

CUSTOMER NO: 1299A

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-10/20/97--01117--012
****122.50 ****122.50

CUSTOMER: Bruce D. Partington, Esq
CLARK PARTINGTON HART LARRY
BOND STACKHOUSE & STONE
Suite 800
125 West Romana Street
Pensacola, FL 32501

DOMESTIC FILING

NAME: BPART, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jon A Bowling

EXAMINER'S INITIALS:

FILED
97 OCT 20 PM 2:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
97 OCT 20 PM 2:07
DIVISION OF CORPORATION

SN OCT 20 1997

ARTICLES OF INCORPORATION

OF

BPart, Inc.

FILED
97 OCT 20 PM 2:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator, Elizabeth J. Partington, a natural person competent to contract, hereby presents these Articles of Incorporation for the formation of a corporation under the provisions of Chapter 607, Florida Statutes.

ARTICLE I - NAME

The name of this corporation is: BPart, Inc.

ARTICLE II - PRINCIPAL OFFICE

The address of the principal office of the corporation is 1701 E. La Rua Street, Pensacola, Escambia County, Florida 32501.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of, without limitation, creating, selling, and marketing works of art and craft and any and all other lawful business under the laws of the State of Florida and the laws of the United States.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue five hundred (500) shares of \$1.00 par value common stock.

ARTICLE V - TERM OF EXISTENCE

This corporation shall have perpetual existence.

ARTICLE VI - RESTRICTIONS ON TRANSFER OF STOCK

Unless waived by written agreement among this corporation and its shareholders, shares held by persons receiving shares in the initial issue of stock in this corporation may not be resold to other persons unless such shares are first offered to this corporation, and, if not so purchased, then to the other shareholders at the price and terms identical to the proposed sale to a third person. The restrictions contained in this Article VI may be modified by a separate written agreement among the corporation and the shareholders receiving shares in the initial issuance of stock of the corporation.

ARTICLE VII - INITIAL REGISTERED OFFICE AND AGENT

The address of the initial registered office of this corporation shall be 125 W. Romana St., Suite 800, Pensacola, Escambia County, Florida 32501, and the name of the initial registered agent of this corporation at that address is Bruce D. Partington.

ARTICLE VIII - INITIAL BOARD OF DIRECTORS

This corporation shall have two (2) directors initially. The number of directors may be either increased or diminished from time to time by the bylaws of the corporation, but shall never be less than one (1). The name and address of the initial directors of this corporation are:

Elizabeth J. Partington
1701 E. La Rua St.
Pensacola, FL 32501

Bruce D. Partington
1701 E. La Rua St.
Pensacola, FL 32501

ARTICLE IX - INCORPORATOR

The name and address of the person signing these Articles are:

Elizabeth J. Partington
1701 E. La Rua St.
Pensacola, FL 32501

ARTICLE X - COMMENCEMENT OF CORPORATE EXISTENCE


The date for commencement of this corporation's existence shall be the date these Articles of Incorporation are filed with the office of the Secretary of State.

ARTICLE XI - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation. Any Amendments hereto shall be approved by majority vote of the shareholders of the corporation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation on the 17th day of October, 1997.


INCORPORATOR:


Elizabeth J. Partington

FILED
97 OCT 20 PM 2:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

REGISTERED AGENT ACCEPTANCE

I do hereby accept the foregoing designation as registered agent of BPart, Inc.


Bruce D. Partington