

VAN HOUTEN & POND, P.A.
ATTORNEYS AT LAW

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*Return to
FIVE ASFP*

ATTORNEYS' TITLE INSURANCE FUND, INC.
CORPORATION ORDER FORM

FROM: MICHAEL A. VAN HOUTEN, ESQ.

DATE: SEPTEMBER 18, 1997

RE: B & V, INC.

100002297751--5
-09/19/97--01006--012
*****70.00 *****70.00

PRODUCT: FILING OF CORPORATE DOCUMENTS

Enclosed please find the following:

1. Letter to Secretary of State, along with a check in the amount of \$70.00.
2. Articles of Incorporation of B & V, Inc.

Please file the above documents with the Secretary of State.
Thank you for your assistance and please call if you have any questions.

FILED
97 NOV 18 PM 3:54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

697-21573
11/18/97

RECEIVED
97 SEP 19 AM 9:41
FILING OFFICE
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

September 19, 1997

ATTORNEY'S TITLE INSURANCE FUND
660 JEFFRESON ST.
SUITE 200
TALLAHASSEE, FL 32301

SUBJECT: B & V, INC.
Ref. Number: W97000021573

We have received your document for B & V, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6934.

Loria Poole
Corporate Specialist

Letter Number: 397A00046546

RECEIVED
97 NOV 18 PM 12:53
DIVISION OF CORPORATION

VAN HOUTEN & PONDER, P. A.

ATTORNEYS AT LAW

Michael A. Van Houten
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*Return to
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ATTORNEYS' TITLE INSURANCE FUND, INC.
CORPORATION ORDER FORM

FROM: MICHAEL A. VAN HOUTEN, ESQ.
DATE: NOVEMBER 17, 1997
RE: THUNDERHILL ENTERPRISES, INC.
PRODUCT: FILING OF CORPORATE DOCUMENTS

Enclosed please find the following:

1. Copy of Letter received from the Secretary of State regarding B & V, Inc.
2. Revised Articles of Incorporation with new name of Tunderhill Enterprises, Inc.

Please re-file the above document with the Secretary of State. Please note their letter must accompany the Articles to insure proper credit of the filing fees forwarded previously. In addition, please note that the 60-day filing period will expire on Wednesday, November 19th. Please let me know if this document will not reach the corporations office by that time.

Thank you for your assistance and please call if you have any questions.

VAN HOUTEN & PONDER, P. A.

ATTORNEYS AT LAW

Michael A. Van Houten
Stephen R. Ponder

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Daytona Beach, Florida 32115

114 S. Palmetto Avenue
Daytona Beach, Florida 32114

Telephone (904) 257-1777
Facsimile (904) 258-1355

November 17, 1997

Secretary of State
Division of Corporations
Department of State
409 E. Gaines Street
Tallahassee, FL 32399

Re: B & V, Inc./Thunderhill Enterprises, Inc.

Dear Sir or Madam:

Enclosed is the original plus one copy of the revised Articles of Incorporation filed under the name of B & V, Inc. which has been amended to Thunderhill Enterprises, Inc. A copy of your letter dated September 19, 1997, is enclosed for your reference.

Please file the original of the enclosed Articles of Incorporation and return a copy to the undersigned.

Thank you in advance for your assistance.

Sincerely yours,



Michael A. Van Houten

/rs
Enclosures

ARTICLES OF INCORPORATION

~~V & B, INC.~~ ^{OF} ~~B & V, INC.~~ *BF* Thunderhill ENTERPRISES, INC.

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

~~V & B, INC.~~ ^{BF} ~~B & V, INC.~~ *BF* Thunderhill ENTERPRISES, INC.

The principal place of business of this corporation shall be 771 North Highway 17, Palatka, Florida, 32177.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 7,000 shares of common stock having \$1 par value per share.

ARTICLE IV. ADDRESS

The street address of the initial registered office of the corporation shall be 771 N. Highway 17, Palatka, Florida 32177, and the name of the initial registered agent of the corporation at that address is Vincent G. Faiola.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. PREEMPTIVE RIGHTS

Every shareholder upon the sale for cash of any new stock of this corporation of the same kind, class, or series as that which he already holds, shall have the right to purchase his pro rata share thereof at the price at which it is offered to others.

ARTICLE VII. SPECIAL PROVISION

The stock of this corporation is intended to qualify under the requirements of Section 1244 of the Internal Revenue Code and the regulations issued thereunder. Such actions as are necessary will be taken by the appropriate officers to accomplish this compliance.

ARTICLE VIII. OFFICERS

The name and address of the initial officers of the corporation who shall hold office for the first year of the corporation, or until their successors are elected or appointed are:

Vincent G. Faiola, President/Treasurer
771 N. Highway 17
Palatka, FL 32177

Beth Faiola, Vice President/Secretary
771 N. Highway 17
Palatka, FL 32177

ARTICLE IX. INCORPORATOR

The name and street address of the incorporator to these

Articles of Incorporation is:

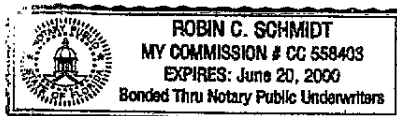
Vincent G. Faiola
771 N. Highway 17
Palatka, FL 32177

IN WITNESS WHEREOF, the undersigned incorporator has executed
these Articles of Incorporation on this 16th day of
September, 1997.


VINCENT G. FAIOLA

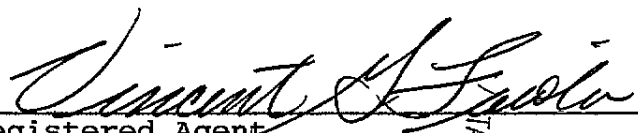
STATE OF FLORIDA
COUNTY OF VOLUSIA

The foregoing instrument was acknowledged before me this 16th
day of September, 1997, by Vincent G. Faiola, who is personally
known to me or who produced the following identification FL Dr. License.




Notary Public
State of Florida at Large

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED
CORPORATION, AT THE PLACE DESIGNATED HEREIN, I HEREBY AGREE TO ACT
IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS
OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF
MY DUTIES, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION
607.325 FLORIDA STATUTES.


Registered Agent

Dated: 9-16-97

FILED
97 NOV 18 PM 3:54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA