

# CPA

American Institute of  
Certified Public Accountants

Florida Institute of  
Certified Public Accountants

J.P. SPILLANE, Certified Public Accountant

12788 W. Forest Hill Blvd., Suite 2005  
Wellington, FL 33414

Office (561) 790-1488  
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December 12, 1997

P 97 000 106886

Secretary of State  
Corporation Records Bureau  
Department of State  
P. O. Box 6327  
Tallahassee, FL 32314

EFFECTIVE DATE  
1-1-98

200002377292--2  
-12/19/97--01014--001  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

To Whom It May Concern: //

Please see enclosed original and copy of Articles of Incorporation  
for B C & Associates, Inc. to become effective January 1, 1998.

Also please see enclosed check in the amount of \$70.00 to cover the  
costs of incorporation fees of said corporation.

If there are any questions regarding this corporation, please call  
the number listed.

Thank You.

Sincerely,



J. P. Spillane, C. P. A.

FILED  
97 DEC 19 AM 7:40  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

JPS:wsk

F. CHESSEB DEC 22 1997

ARTICLES OF INCORPORATION

WE, THE UNDERSIGNED, hereby associate ourselves together for the purpose of becoming a corporation under the laws of the State of Florida providing for the formation, liability, rights, privileges and immunities of corporations for profit.

EFFECTIVE DATE

1-1-98

ARTICLE I, NAME

The name of this corporation shall be:

B C & Associates, Inc.

ARTICLE II, NATURE OF BUSINESS

This corporation may engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE III, CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any time is one thousand shares of common stock, of one dollar (\$1.00) par value.

ARTICLE IV, INITIAL CAPITAL

The amount of capital with which this corporation will begin business will not be less than one thousand dollars.

ARTICLE V, TERM OF EXISTENCE

The corporation is to have perpetual existence.

ARTICLE VI, ADDRESS

The initial street address in the State of the principal office of the corporation shall be: 1128 Royal Palm Beach Blvd., #146  
Royal Palm Beach, FL 33411

The Board of Directors may from time to time move the principal office to any other address in Florida.

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97 DEC 19 AM 7:40  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

#### ARTICLE VII, INITIAL BOARD OF DIRECTORS

This corporation shall have (2) Directors initially.

The number of directors may be either increased or diminished by the by-laws adopted by the shareholders but shall never be less than one. The names and addresses of the initial Directors of this Corporation are:

Colleen B. Kersten  
205 Lakeview Drive  
Royal Palm Beach, FL 33411

Judith M. Bengochea  
1128 Royal Palm Beach Blvd.  
#146  
Royal Palm Beach, FL 33411

#### ARTICLE VIII, INCORPORATORS

The names and addresses of the incorporators:

Colleen B. Kersten  
205 Lakeview Drive  
Royal Palm Beach, FL 33411

Judith M. Bengochea  
1128 Royal Palm Beach Blvd.  
#146  
Royal Palm Beach, FL 33411

#### ARTICLE IX, BY-LAWS

The power to adopt, alter, amend or repeal by-laws shall be vested in the board of directors and shareholders.

#### ARTICLE X, AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment to them, and any right conferred upon the shareholder is subject to this reservation.

#### ARTICLE XI, SUB CHAPTER S CORPORATION

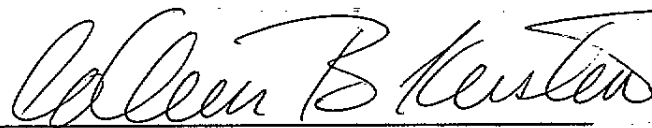
This corporation may be a Sub-Chapter S Corporation as defined by the Internal Revenue Code.

ARTICLE XII, REGISTERED AGENT AND OFFICE

The Registered Agent, Colleen B. Kersten, accepts this position signed below:

  
Colleen B. Kersten

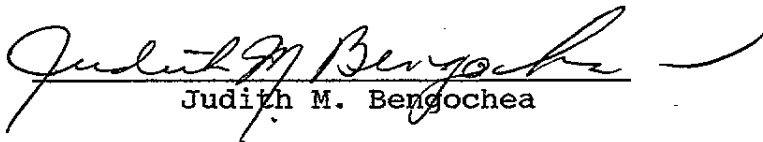
The registered office will be located at 205 Lakeview Drive, Royal Palm Beach, FL 33411.

  
Colleen B. Kersten

In witness whereof, the undersigned, as subscribing incorporators, have hereinto set their hands and seals this 12th day of December, 1997, for the purpose of forming this corporation under the Laws of the State of Florida, and hereby make and file, in the office of the Secretary of the State of Florida, these Articles of Incorporation, and certify that the facts herein stated are true.



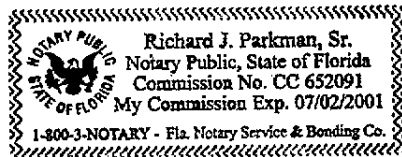
Colleen B. Kersten



Judith M. Bengochea

FILED  
97 DEC 19 AM 7:40  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Sworn to and subscribed before me this 12th day of December, 19 97, by Colleen B. Kersten & Judith M. Bengochea, who are personally known to me or who produced a \_\_\_\_\_ as identification.



  
Notary Public, State of Florida

Richard J. Parkman, Sr.

(Seal)