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SECRETARY OF STATE 7220 W University Ave Ext  
TALLAHASSEE, FLORIDA Gainesville, FL 32607  
December 16, 1997

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\*\*\*\*\*70.00 \*\*\*\*\*70.00


Florida Secretary of State  
The Capitol  
Tallahassee, FL 32314

Re: BJ's Dimension IV, Inc.

Greetings,

Please accept the attached Article of Incorporation for BJ's Dimension IV, Inc., and the enclosed check for \$70 for filing. Please return a certified copy to us.

Sincerely,

  
Fred P Chiarelli

P. Hall  
DEC 29 1997

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ARTICLES OF INCORPORATION

of

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**BJ's Dimension IV, Inc.**

We, the undersigned, hereby declare the purpose of forming a corporation for profit under the laws of the State of Florida.

ARTICLE I

The name of this corporation shall be: BJ's Dimension IV, Inc.

ARTICLE II

The general nature of the business of this corporation shall be all lawful business activity permitted under the laws of the State of Florida and under the laws of the United States of America, without exception. This corporation may perform any part of its business outside of the State of Florida and in the other states, colonies or territories of the United States of America, and in all foreign countries.

ARTICLE III

The maximum number of shares of stock of the corporation is authorized to have outstanding at any time shall be ONE HUNDRED (100) shares of ONE DOLLAR (\$1.00) par value each, which shares will all be COMMON STOCK.

ARTICLE IV

This corporation shall have perpetual existence.

ARTICLE V

The street address of the initial principal office of this corporation 7220 W University Ave Ext, Gainesville, FL 32607.

The initial registered agent is Fred P Chiarell, 7220 W University Ave Ext, Gainesville, FL 32607.

ARTICLE VI

The number of directors shall be not less than one. The names of the initial directors of this corporation are:

Fred P Chiarell	7220 W University Ave Ext
	Gainesville, FL 32607

ARTICLE VII

The name and address of each subscriber of these Articles of Incorporation, and the number of shares of stock each agrees to take are:

Fred Chiarell	7220 W University Ave Ext	100 shares
	Gainesville, FL 32607	

ARTICLE VIII

These Articles of Incorporation may be ammended in the manner provided by law. Every ammendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholder's meeting by a majority of the stock entitled to vote thereon, unless all the Directors and all the stockholders sign a written statement manifesting their intention that a certain ammendment of these Articles of Incorporation be made.

Page 3, Articles of Incorporation, BJ's Dimension IV, Inc.

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ARTICLE IX

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The By-Laws of this corporation may authorize issuance of both voting and non-voting series of common stock.

  
Fred P Chiarell

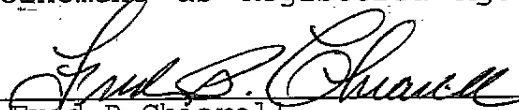
STATE OF FLORIDA           )  
                                  ) SS  
COUNTY OF ALACHUA       )

BE IT REMEMBERED, THAT ON THIS DAY before me personally appeared Fred P Chiarell, party to the foregoing instrument, personally known to me, and acknowledged before me that he freely and voluntarily made, signed and executed the said instrument for the purposes stated therein, and that the facts therein stated are truly set forth.

WITNESS my hand and seal at Gainesville, Florida, this 10th day of November, 1997.

\_\_\_\_\_  
Notary Public,  
State of Florida at Large

I hereby accept appointment as Registered Agent for BJ's Dimension IV, Inc.

  
Fred P Chiarell