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TRANSMITTAL LETTER

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

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-01/09/98--01054--007
****122.50 ****122.50

SUBJECT: B&G Holding, Inc.

I enclose an original and one copy(ies) of the Articles of Incorporation for the above corporation and a check in the amount of \$122.50.

SIGNED: Gregory L. Crane

From:

Name Gregory L. Crane

Address 13 Shady Lane

City Mary Esther State Florida

Zip 32569

Telephone Number (O) 850-243-7433 (H) 850-243-5494

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98 JAN -9 PM 1:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

106 1.12-98

ARTICLES OF INCORPORATION

OF

B&G Holdings, Inc.

ARTICLE I NAME

The name of the corporation shall be: B&G Holdings, Inc.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

13 Shady Lane

Mary Esther, FL 32569

ARTICLE III CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is: 2000.

ARTICLE IV INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is:

Gregory L. Crane

13 Shady Lane

Mary Eshter, FL 32569

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ARTICLE V INCORPORATOR


The name and street address of the incorporator to these Articles of Incorporation is: --

Gregory L. Crane

13 Shady Lane

Mary Esther, FL 32569

The undersigned has executed these Articles of Incorporation this Eighth day of January, 1998.

A handwritten signature in cursive script, appearing to read "Gregory L. Crane", is written over a horizontal line.

Gregory L. Crane, Incorporator

CERTIFICATE OF DESIGNATION

REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the state of Florida.

1. The name of the corporation is:

B&G Holdings, Inc..

2. The name and address of the registered agent and office is:

Gregory L. Crane

13 Shady Lane

Mary Esther, FL 32569

Signature: Gregory L. Crane

Title: Incorporator

Date: January 8, 1998

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

Signature: Gregory L. Crane

Date: January 8, 1998

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TALLAHASSEE