

P9800 00 56563

GARY BROOKMYER
ELLIOT F. HOCHMAN
DANIEL J. PROBST

AW OFFICES
BROOKMYER, HOCHMAN, PROBST & TASSELL, P.A.
GARDENS PLAZA
3300 PGA BOULEVARD, SUITE 350
PALM BEACH GARDENS, FLORIDA 33410
TELEPHONE (561) 624-2110
FACSIMILE (561) 624-2425

STUART OFFICE
BY APPOINTMENT ONLY
ROYAL PALM FINANCIAL CENTER
759 S. FEDERAL HIGHWAY, Suite 212
STUART, FLORIDA 33995-2434
TELEPHONE (561) 223-4030

June 18, 1998

900002568259--3
-06/22/98--01099--016
*****122.50 *****122.50

VIA PRIORITY

Department of Corporations
Secretary of State
P. O. Box 6327
Tallahassee, FL 32314

RE: B & D Corporation of Palm Beach

Dear Sir or Madam:

Enclosed please find the original and one copy of the Articles of Incorporation of the above-referenced corporation, together with a check in the amount of \$122.50 to cover the following fees:

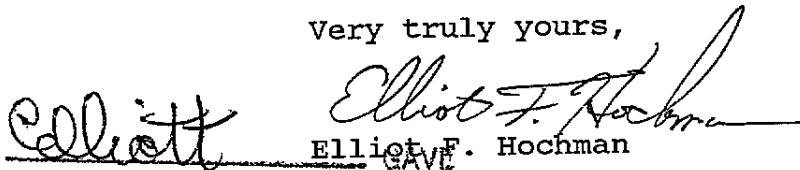
- | | | |
|----|----------------------|---------|
| 1. | Filing Fee | \$35.00 |
| 2. | Registered Agent Fee | \$35.00 |
| 3. | Certified Copy | \$52.50 |

TOTAL: \$122.50

Please file said articles using the date of receipt as the date of commencement of the corporation. Also, return the certified copy to the undersigned at the address listed above.

Should you have any questions, please do not hesitate to contact me.

Very truly yours,


Elliot F. Hochman

EFH:ba
enclosures

EH\benison\corp-PO.hlt

AUTHORIZATION BY PHONE TO

CORRECT Reading, art. 1

DATE 6/24/98

DOC. EXAM TA

FILED
98 JUN 22 PM 3:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

TA-6/24/98

FILED
98 JUN 22 PM 3:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

B & D CORPORATION OF PALM BEACH

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopts the following articles of incorporation:

ARTICLE ONE

NAME

The name of the corporation is B & D Corporation of Palm Beach.

ARTICLE TWO

DURATION

The term of existence of the corporation is perpetual.

ARTICLE THREE

PURPOSE

The corporation may transact any and all lawful business for which corporations may be incorporated under the Florida General Corporation Act.

ARTICLE FOUR

CAPITAL STOCK

The aggregate number of shares that the corporation has authority to issue is 1,000, all of which shall be common shares with par value of \$1.00.

ARTICLE FIVE

PREEMPTIVE RIGHTS GRANTED

Each shareholder of any class of stock of this corporation shall be entitled to full preemptive rights to purchase any unissued or treasury shares of the corporation and any securities of the corporation convertible into or carrying a right to subscribe to or acquire any unissued or treasury shares.

ARTICLE SIX

REGISTERED OFFICE

The street address of the initial registered office of the corporation is 14915 Horseshoe Trace, Wellington, FL 33414, and the name of the initial registered agent at that address is MARGARET E. STEINBERGER. The corporation's principal office mailing address is 6827 Crestway Dr., Bloomfield Hills, MI 48301.

ARTICLE SEVEN

DIRECTORS

7.01 The initial board of directors of the corporation shall consist of two members.

7.02 The names and addresses of the first board of directors are:

Name	Address
Dorothy Louise Baccari	6827 Crestway Drive Bloomfield Hills, MI 48301
Mary Evelyn Davenport	1611 Campau Port Huron, MI 48060

ARTICLE EIGHT

INCORPORATORS

The name and address of the incorporator is:

Name	Address
Margaret E. Steinberger	14915 Horseshoe Trace Wellington, FL 33414

ARTICLE NINE

COMMENCEMENT OF EXISTENCE

The corporation shall commence its existence upon the filing of these Articles of Incorporation.

IN WITNESS WHEREOF, I have subscribed my name this 18 day of June, 1998. I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation.

Margaret E. Steinberger
Margaret E. Steinberger
Incorporator

FILED
98 JUN 22 PM 3:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA)
)
COUNTY OF PALM BEACH)

The foregoing instrument was acknowledged before me this 18 day of June, 1998, by Margaret E. Steinberger who is personally known to me or who has produced a Florida driver's license as identification and who did (did not) take an oath.

WITNESS my hand and official seal in the County and State last aforesaid this 18 day of June, 1998.

My Commission Expires:

Elliot F. Hochman
Notary Public
Name: (printed)

