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TRANSMITTAL LETTER

FILED  
98 JUL 13 PM 2:30  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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

SUBJECT: B & G Unlimited, Inc.  
(Proposed corporate name)

300002586823--0  
-07/13/98--01090--011  
\*\*\*\*122.50 \*\*\*\*122.50

Enclosed is an original and one (1) copy of the articles of incorporation and a check  
for \$ 122.50

FROM: Roger A. Spaulding  
Name (Printed or typed)  
55 Longwood Drive  
Address  
Ormond Beach, FL 32176  
City, State & Zip  
(904) 441-6726  
Telephone number

Roger Spaulding GAVE  
AUTHORIZATION BY PHONE TO  
Correct Ceprene  
DATE 7-14-98  
DOC. EXAM CB

NOTE: Please provide the original and one copy of the articles.

CB  
7-14-98  
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**ARTICLES OF INCORPORATION**

**OF**

**B & G UNLIMITED, INC.**

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles of Incorporation.

**ARTICLE I NAME**

The name of the corporation shall be: **B & G UNLIMITED, INC.**

**ARTICLE II PRINCIPAL OFFICE**

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

1204 Riverbreeze Blvd.  
Ormond Beach, FL 32176

**ARTICLE III CAPITAL STOCK**

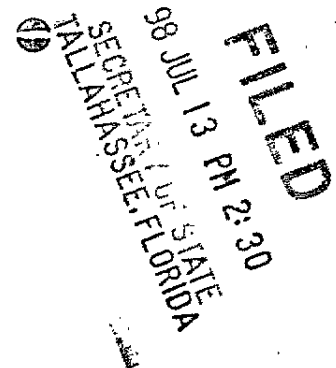
The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

200,000 par value \$1.00

**ARTICLE IV INITIAL REGISTERED AGENT AND ADDRESS**

The name and address of the initial registered agent is:

Ian A. Gallant  
1204 Riverbreeze Blvd.  
Ormond Beach, FL 32176



**ARTICLE V INCORPORATOR(S)**

The name(s) and street address(es) of the incorporator(s) to these Articles of Incorporation is(are):

Ian A. Gallant  
1204 Riverbreeze Blvd.  
Ormond Beach, FL 32176

Clyde T. Barbour Jr.  
51 Live Oak Ave.  
Ormond Beach, FL 32174

The undersigned has(have) executed these Articles of Incorporation this

10<sup>th</sup> day of July, 19 98.

Ian A. Gallant Pres.  
Signature/Title

\_\_\_\_\_  
Signature/Title

\_\_\_\_\_  
Signature/Title

ARTICLE VI Sec. 1244 Stock

The Board of Directors have determined that in order to attract investment in the corporation the corporation shall be organized and managed so that it is a "Small Business Corporation" as defined in IRC Sec. 1244 (c)(1), as amended, and so that the shares issued by the corporation are "Section 1244 Stock" as defined in IRC Sec. 1244 (c)(1), as amended. Compliance with this section will enable shareholders to treat the loss on the sale or exchange of their shares as an "ordinary loss" on their personal income tax returns.

RESOLVED, that the proper officers of the corporation are authorized to sell and issue common shares in an aggregate amount of money and other property (as a contribution to capital and as paid-in surplus), which together with the aggregate amount of common shares outstanding at the time of issuance, does not exceed \$1,000,000, and

RESOLVED, that the sale and issuance of shares shall be conducted in compliance with IRC Sec. 1244, so that the corporation and its shareholders may obtain the benefits of IRC Sec. 1244, and further

RESOLVED, that the proper officers of the corporation are directed to maintain such accounting records as are necessary so that any shareholder that experiences a loss on the transfer of common shares of the corporation may determine whether they qualify for "ordinary loss" deduction treatment on their personal income tax returns.

**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 UNLIMITED, INC.

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

Ian A. Gallant

(NAME)

1204 Riverbreeze Blvd.

(P.O. BOX NOT ACCEPTABLE)

Ormond Beach, FL 32176

(CITY/STATE/ZIP)

SIGNATURE

Ian A. Gallant  
(corporate officer)

TITLE President

DATE

7/10/98

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

Ian A. Gallant

DATE

7/10/98

REGISTERED AGENT FILING FEE: \$35.00

