

398000088095
Honorable Sandra B. Northam
Secretary of State
State of Florida
Tallahassee, Florida 32314.

Dear Madam:

Please find enclosed a check in the amount of Seventy Five Dollars
(75.00) to register the Corporation known as 1st Class Properties
Inc.

Thank You for your prompt attention to this matter

Respectfully.


Charles R. Knapp

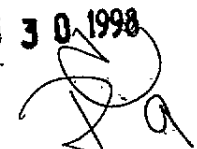
3433 Cesery Blvd.

Jacksonville, Florida

Phone 904 743 1299

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FILED
98 OCT 14 AM 9:49
SECRETARY OF STATE
TALLAHASSEE FLORIDA

JUN 30 1998




FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

June 30, 1998

CHARLES R. KNAPP
3433 CESERY BLVD
JACKSONVILLE, FL

SUBJECT: 1ST CLASS PROPERTIES INC.
Ref. Number: W98000015016

We have received your document for 1ST CLASS PROPERTIES INC. and your check(s) totaling \$75.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6933.

Dana Calloway
Document Specialist

Letter Number: 398A00035578



Knapp's Insurance & Tax Service

3433 Cesery Boulevard — Jacksonville, Florida 32211
Charles R. Knapp, RESIDENT AGENT — Telephones 743-~~7522~~ 743-~~4923~~

1299-

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

Dear Miss Dana Calloway,

Please find the original copy of corporation papers filed for under the name 1st Class Properties. It is requested the the name be changed to ENDERFIELD AND BASS ENTERPRISES. INC

I was unable to return the papers in time as I suffered a massive heart attack and underwent a five way bypass. I am just now in a position to return to do my work.

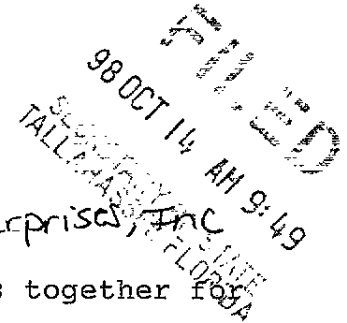
Respectfully


Charles R. Knapp Resident Agent.

ARTICLES OF INCORPORATION

FOR

ENDERFIELD and BASS Enterprises, Inc.



We the undersigned, hereby associate ourselves together for the purpose of becoming a corporation under the laws of the State of Florida, by and under the provisions of the statutes of the State of Florida, providing for the formation, liability, rights, privileges and immunities of a corporation for profit.

ARTICLE ONE

The name of the corporation shall be: Enderfield and Bass Enterprises, Inc. hereinafter referred to as the corporation.

ARTICLE TWO

The general nature of the business and the objects and purposes proposed to be transacted and carried on, are to do any and all things herein mentioned, as fully and to the same extent as natural might or could do, viz:

(a) To purchase any and all types of buildings that may be in disrepair, repair same for sale or keep as rental properties.

(b) To purchase and manage apartment complexe, duplexes, townhouses condominiums and shopping centers.

(c) To construct various types of buildings for commercial use, houses for private persons and develop lands for various housing projects.

(d) To design and manufacture items of furniture and fixtures required and needed to furnish apartments, homes and shopping centers.

(e) To buy, sell, trade, manufacture, deal in and trade with wares, goods and merchandise of every kind and nature and to carry on such businesses as wholesalers, retailers, importers and exporters.

to acquire all such merchandise, supplies, materials and other articles as shall be necessary or incidental to such businesses; to hold acquire, mortgage, lease and convey real and personal property in conducting the business of the corporation, and to have any and all powers above set forth as fully as natural persons, whether as principals, agents or otherwise.

(f) To carry on the business of a holding company and to purchase and acquire any merchantile or commercial business, trade or enterprise permitted by the laws of the State of Florida and to own, hold, operate, maintain, use, sell or otherwise dispose of the same. To enter into or engage in any business, trade or enterprise that will profit the corporation.

(g) To borrow money and contract debts when necessary for the transaction of its business or for the exercise of its corporate rights, privileges or franchises or any other lawful purposes of its incorporation. To issue bonds, promissory notes, bills of exchange, debentures and other obligations and evidence of indebtedness and to secure the same by mortgage or mortgges, deed or deeds of trust, pledge or lien upon any or all of the property, rights, prilileges, or franchises of the corporation wheresoever situated, acquired or to be acquired, to sell, pledge, or otherwise dispose of any and all debentures or other bonds, notes or obligations in such manner and upon such terms as the Board of Directors may deem judicious.

(h) To acquire by purchase, subscription or otherwise and to hold for investment, to own, hold, sell, vote and handle shares of stock in other corporations.

(i) To engage in any commercial, industrial and agricultural enterprises calculated or designed to be profitable to this corporation

and in conformity with the Laws of the State of Florida. To hold, acquire, mortgage, lease and convey real and personal property in any part of the world, so far as necessary or expedient in conducting the business of the corporation and to have any and all powers above set forth as fully as natural persons whether as principals, agents, trustee or otherwise.

(j) To have one or more offices, conduct its business and promote its objects within and without the State of Florida, in other states, the District of Columbia, the territories and dependencies of the United States and in foreign countries without restrictions as to place or amount.

(k) To do all and everything necessary, suitable and proper for the accomplishment of any of the purposes or the attainment of any of the powers herein set forth. either alone or in association with other corporations, firms or individuals and to do every other act or acts thing or things incidental or appurtenant to or growing out of or connected with the aforesaid objects or purposes or any part or parts thereof, provided the same is consistent with the laws under which this corporation is organized.

ARTICLE THREE

The total number of shares of capital stock which may be issued by the corporation is Five Million (5,000,000) shares at one cent (.01) par value all of which shall be payable in cash, property, labor or services at a just valuation to be fixed by the Board of Directors at a meeting called for that purpose.

ARTICLE FOUR

The amount of capital with which this corporation shall commence business with is Five thousand (\$5,000.00) dollars.

ARTICLE FIVE

The highest amount of indebtedness to which this corporation may obligate itself will be Five million (\$5,000,000.00) dollars.

ARTICLE SIX

The principal place of business of the said corporation shall be, 2750 DAWNROAD JACKSONVILLE, FLORIDA 32207, with the privilege of having branch offices at any place within and without the State of Florida.

ARTICLE SEVEN

The affairs of the corporation shall be conducted by a Board of Directors of not less than two (2) nor more than eight (8) directors who need not be stockholders.

ARTICLE EIGHT.

The names and Post Office addresses of the First Board of Directors of this corporation who shall hold office for the first year or until successors are chosen are:

President/Dir.?Sec. Deborah A. Bass 4735 Southern Pacific Dr.
Jacksonville, Fl. 32257

Bonnie R. Enderfield V.Pres./Dir./Treas. 2750 Dawnroad
Jacksonville, Fl.

ARTICLE NINE

The existence of this corporation shall be perpetual.

ARTICLE TEN

The registered agent for the said corporation shall be:

Charles R. Knapp and said address of the registered agent shall be 3433 Cesery Blvd. Jacksonville, Florida 32277

ARTICLE ELEVEN

The names and Post Office Addresses of each subscriber and the number of shares each agree to take are

Name	No Shares	Address
Deborah A. Bass	10,000	4735 Southern Pacific Dr. Jacksonville. Fl. 32257
Bonnie R. Enderfield	10,000	2750 Dawn Road Jacksonville, Fl.

ARTICLE TWELVE

The stockholders of this corporation may enter into such stockholders and trustee agreements as they may see fit wherein and whereby such stockholders may limit their rights by virtue of such stockholder and trust agreements.

IN WITNESS WHEREOF, we the undersigned subscribers to this corporation have hereunto set our hands and seals this 21st day of January 1998, for the purposes of forming this corporation under the Laws of the State of Florida and we hereby make and file in the office of the Secretary of State of the State of Florida, this certificate of Incorporation and to certify that the facts herein stated are true.

D. Bass

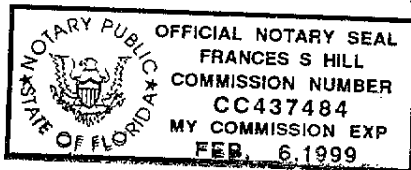
B. E. Bonnie R. Enderfield

STATE OF FLORIDA

COUNTY OF DUVAL

Before me this day personally appeared Deborth A. Bass to me known to be the individual described in and who executed the foregoing Certificate of Incorporation and she acknowledged before me that she executed the same for the purposes therein expressed.

Dated the 21st day of January 1998

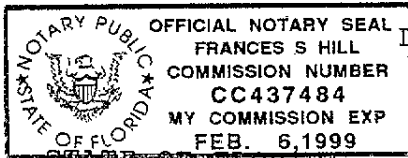


Frances S. Hill
Notary Public.

STATE OF FLORIDA

COUNTY OF DUVAL

Before me this day personally appeared Bonnie R. Enderfield to me known to be the individual described in and who executed the foregoing Certificate of Incorporation and she acknowledged before that she executed the same for the purposes therein Expressed.



STATE OF FLORIDA
COUNTY OF DUVAL.

Dated this 21st day of January 1998

Frances S. Hill

Before me this 24 day of Jan 1998 personally appeared Charles R. Knapp to me known to be the individual described above and who executed the foregoing acknowledge as a registered agent for 1st Class Properties Inc.

Charles R. Knapp
Notary Public



I Charles R. Knapp do hereby acknowledge my appointment as Registered Agent and
ATLANTIC BOLIVIAN CO., INC.

Dated 24 day of Jan 1998