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MARSHALL E. WOOD, P.A.
ATTORNEY AT LA
SUITE 100, ALLAN BUILDING
303 CENTRE STREET
FERNANDINA BEACH, FLORIDA 32034

MARSHALL E. WOOD

904/277-4686
FAX # 904/277-6811

October 23, 1998

Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

900002672039-12
-10/26/98-01041-0142

*****70.00 *****70.00

Re: BREE, INC.

Dear Sirs:

Enclosed please find the original Articles of Incorporation of BREE, INC. for filing pursuant to Florida Statutes Section 607.0120.

Also enclosed please find this firm's check in the amount of \$70.00 representing payment by the corporation of the following costs:

Filing Fee	\$ 35.00
Designation of Resident Agent	35.00

Please file the Articles of Incorporation and forward your letter of receipt to me at your earliest convenience.

Thank you for your assistance in this matter.

Sincerely,

Marshall E Wood by
Marshall E. Wood *Gaye Medlock*

Enclosures

FILED
98 NOV -4 AM 11:59
SECRETARY OF STATE
TALLAHASSEE FLORIDA

NOV. 5, 1998

[Handwritten signature]



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

October 27, 1998

MARSHALL E. WOOD, ESQUIRE
SUITE 100, ALLAN BUILDING
303 CENTRE STREET
FERNANDINA BEACH, FL 32034

SUBJECT: BREE, INC.
Ref. Number: W98000024310

We have received your document for BREE, INC. and your check(s) totaling \$70.00. 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: 998A00052691

MARSHALL E. WOOD, P.A.

Attorney at Law

SUITE 100, ALLAN BUILDING
303 CENTRE STREET
FERNANDINA BEACH, FLORIDA 32034

MARSHALL E. WOOD

904/277-4666

FAX # 904/277-6611

November 3, 1998

Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

RE: Bree of Amelia, Inc.

Dear Sirs:

With regard to your letter dated October 27, 1998 regarding the above mentioned, enclosed please find a copy of your letter along with the Articles of Incorporation for filing with your office.

Thank you for your assistance. If you have any questions or need any additional information, please do not hesitate to call.

Sincerely,



Joyce Middleton
Secretary to Marshall E. Wood

/jm
enclosures

ARTICLES OF INCORPORATION
OF

BREE OF AMELIA, INC.

FILED
98 NOV -4 AM 11:59
SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned, acting as incorporator under the provisions of the laws of the State of Florida, hereby adopts the following Articles of Incorporation:

ARTICLE I. NAME

The name of this corporation is:

BREE OF AMELIA, INC.

ARTICLE II. NATURE OF BUSINESS

This corporation is being organized for the transaction of any and all lawful business permitted under the Florida Business Corporation Act and the laws of the United States.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of capital stock that the corporation is authorized to issue is One Thousand (1,000) shares with a par value of ONE DOLLAR (\$1.00) each. All of the shares are of one class only.

ARTICLE IV. TERM OF EXISTENCE

The corporation is to exist perpetually.

ARTICLE V. ADDRESS

The initial post office address of the principal office of this corporation is: 2943 South Fletcher Avenue, Fernandina Beach, FL 32034. The Board of Directors may from time to time move the principal office to any other address in Florida.

ARTICLE VI. DIRECTORS

This corporation shall have two directors initially. The number of directors may be increased or diminished from time to time by by-laws adopted by the stockholders, but shall never be less than one (1).

ARTICLE VII. INITIAL DIRECTORS

The name and post office addresses of the initial director, who shall hold office for the first year of corporate existence or until his successor is elected or appointed and has qualified is:

DIRECTOR

ADDRESS

GAVIN D. DIAH

2943 South Fletcher Avenue
Fernandina Beach, FL 32034

JAMES BURLEIGH

424 South 4th Street
Fernandina Beach, FL 32034

ARTICLE VIII. INCORPORATOR

The name and post office address of the incorporator of this corporation is: Gavin D. Diah, 2934 South Fletcher Avenue, Fernandina Beach, FL 32034.

ARTICLE IX. OFFICERS

The names and post office addresses of the officers who shall hold office for the first year of corporate existence or until their successors are elected or appointed are:

<u>NAME</u>	<u>OFFICE</u>	<u>ADDRESS</u>
GAVIN D. DIAH	President	2943 South Fletcher Avenue Fernandina Beach, FL 32034
JAMES BURLEIGH	Vice President/ Secretary	424 South 4th Street Fernandina Beach, FL 32034

ARTICLE X. REGISTERED AGENT

The name and address of the initial registered agent of this corporation is: Gavin D. Diah, 2943 South Fletcher Avenue, Fernandina Beach, FL 32034.

ARTICLE XI. AMENDMENTS

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

Incorporation be made. Each and every action required to be voted upon and thereby approved by the stockholders shall be approved by a majority vote of the stockholders.

EXECUTED this 21 day of October, 1998.

G. Diah
Gavin D. Diah, Incorporator

STATE OF FLORIDA

COUNTY OF NASSAU

The foregoing instrument was acknowledged before me this 23 day of October, 1998, by Gavin D. Diah, who is personally known to me or who presented current Florida drivers license identification and who did take an oath.



Joyce A. Middleton
Name JOYCE A. MIDDLETON
Notary Public, State of Florida
My Commission Expires:

CERTIFICATION 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:

BREE OF AMELIA, INC.

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

GAVIN D. DIAH
(Name)

2943 South Fletcher Avenue

(P. O. Box not acceptable)

Fernandina Beach, FL 32034
(City/State/Zip)

Signature G. D. Diah
(corporate officer)

Title INCORPORATOR

Date October 21, 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 G. D. Diah
Gavin D. Diah

Date: October 21, 1998

Registered Agent Filing Fee: \$35.00

FILED
98 NOV -4 AM 11:59
TALLAHASSEE FLORIDA
SECRETARY OF STATE