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THOMAS W. DEANS, P.A.

ATTORNEY and COUNSELOR at LAW

THOMAS W. DEANS

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March 2, 1999

Division of Corporation
Department of State
Post Office Box 6327
Tallahassee, Florida 32301

RE: **FG&B ENTERPRISES OF BREVARD, INC.**

Dear Sirs:

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-03/05/99--01008--015
*****78.75 *****78.75

Please find enclosed an executed original and one copy of Articles of Incorporation for the above corporation, together with our check in the amount of \$78.75 for filing fees.

Please return the certified copy to this office after the charter has been filed. Thank you for your assistance.

Very truly yours,



THOMAS W. DEANS

Enclosures

TWD:jaf

99 MAR -4 5:19:48
DIVISION OF CORPORATION

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

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ARTICLES OF INCORPORATION
OF
FG&B ENTERPRISES OF BREVARD, INC.

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned subscribers to these Articles of Incorporation, persons competent to contract hereby form a corporation under the laws of the State of Florida.

ARTICLE I. NAME

The name of this corporation is: FG&B ENTERPRISES OF BREVARD, INC.

ARTICLE II. NATURE OF BUSINESS AND POWERS

The general nature of the business to be transacted by this corporation is:

- (a) To engage in any type of business authorized by the Laws and Statutes of the State of Florida.
- (c) To do all things and to have all powers conferred upon close corporations or general corporations organized under the Laws and Statutes of the State of Florida.
- (d) This corporation reserves the right to amend, alter, change or repeal any provision herein contained in the manner named, or as prescribed by law, and all rights conferred upon stockholders hereunder are granted subject to this provision.

ARTICLE III. CAPITAL STOCK

The authorized capital stock of the corporation shall be 1,000,000 shares of common voting stock. The whole or any part of the capital stock of this corporation shall be payable in the lawful money of the United States of America, or property, or labor or services at a just valuation to be fixed by the directors. Each share of stock shall have a par value of One Dollar (\$1.00) per share.

ARTICLE IV. INITIAL CAPITAL

The amount of capital with which this corporation will begin business is not less than Five Hundred Dollars (\$500.00).

ARTICLE V. CORPORATE EXISTENCE

This corporation is to have perpetual existence until dissolved.

ARTICLE VI. ADDRESS

The principal office of the corporation shall be:

1220 E. Prospect Avenue
Suite 212
Melbourne, Florida 32901

ARTICLE VII. DIRECTORS

The number of directors of this corporation shall be two (2), but the By-Laws may provide for such increase or decrease in number thereof as is authorized by law.

ARTICLE VIII. INITIAL DIRECTORS

The name and post office address of the first Board of Directors are:

Gayle G. Barton
1220 E. Prospect Avenue
Suite 212
Melbourne, Florida 32901

Francis A. Brockerman, Jr.
1220 E. Prospect Avenue
Suite 212
Melbourne, Florida 32901

ARTICLE IX. SUBSCRIBERS

The name and addresses of the subscribers to this Certificate of Incorporation and the number of shares of stock each has agreed to take and the value of the consideration thereof is:

<u>NAME</u>	<u>ADDRESS</u>	<u>SHARES</u>
Gayle G. Barton	1220 E. Prospect Avenue Suite 212	600,000
Francis G. Brockerman, Jr.	Melbourne, Florida 32901	Jointly held

ARTICLE X. OFFICERS

The business of this corporation shall be conducted by the following officers:

President: Gayle G. Barton, 1220 E. Prospect Avenue, Suite 212, Melbourne, FL 32901
Chief Executive Officer: Francis A. Brockerman, Jr., 1220 E. Prospect Avenue, Suite 212,
Melbourne, Florida 32901

ARTICLE XI. ADDITIONAL PROVISIONS

The following additional provisions for the regulation of the business and for the conduct of the affairs of the corporation, and creating, dividing, limiting and regulating the powers of the corporation, its stockholders and directors are hereby adopted as a part of this Certificate of Incorporation.

(a) No person shall be required to own, hold or control stock in the corporation as a condition precedent to holding office in this corporation.

(b) The Directors may prescribe a method or methods for replacement of lost certificates and prescribe reasonable conditions by way of security upon the issue of new certificates therefor.

(c) No contract or other transaction between the corporation and any other corporation in the absence of fraud, shall be affected or invalidated by the fact that any one or more of the directors of the corporation is or are interested in, or is a director or officer or are directors or officers of such other corporation. Any director or directors, individually or jointly may be a party or parties to, or may be interested in any such contract or transaction of the corporation or in which the corporation is interested, and no contract act or transaction to the corporation with any person or persons, firm or corporation in the absence of fraud, shall be affected or invalidated

by the fact that any director or directors of the corporation is a party or are parties to or interest in such contract, act or transaction, or in any way connected with such person or person, firm or corporation. Each and every person who may become a director of the corporation, is hereby relieved from any liability that might otherwise exist from contracting with the corporation for the benefit of himself or the firm, association or corporation in which he may be in any wise interested. Any director of the corporation may vote upon any contract or other transaction between the corporation and any subsidiary or controlled company without regard to the fact that he also is a director of such subsidiary or controlled company.

(d) The corporation shall have the power to amend, alter, change or repeal any provision of its Certificate of Incorporation in form or substance when proposed and approved by its Board of Directors and consented thereto at a stockholders' meeting by not less than a majority of the voting common stock.

(e) The corporation shall have the power to enter into, or become a partner in any arrangement for sharing profits, union of interest, cooperation, joint venture or otherwise, with any person, firm or corporation now carrying on or about to carry on any business which this corporation has the direct or incidental authority to pursue.

(f) The Board of Directors shall have the authority to designate an officer of this corporation from time to time to handle all aspects of the real property owned by the corporation in conformity with the Florida Real Estate License Law, Chapter 475 of the Florida Statutes, and in the absence of any specific designation the President of the corporation shall have the authority to act in this regard without registration with the Florida Real Estate Commission pursuant to the exception as set forth in Chapter 475 of the Florida Statutes and the Rules and Regulations of the

Florida Real Estate Commission.

ARTICLE XII. STOCK LOSS


The corporation shall have the power to enact a plan so as to qualify losses on stock under Section 1244 of the Internal Revenue Code of the United States of America and any such holder of common stock shall be entitled to treatment of losses of stock under the aforesaid Section, provided the requirements of said section for claiming such loss be satisfied.

ARTICLE XIII. DESIGNATION OF REGISTERED AGENT

The name and address of the agent to accept service of process for this corporation within the State of Florida is:

Gayle G. Barton
1220 E. Prospect Avenue Suite 212
Melbourne, Florida 32901

WITNESS OUR HANDS and SEAL this 24 day of February, 1999


GAYLE G. BARTON


FRANCIS G. BROCKERMANN, JR.

STATE OF FLORIDA)
COUNTY OF BREVARD)

I HEREBY CERTIFY that on this day, before me, a Notary Public, duly authorized in the State and County named above to take acknowledgments, personally appeared, GAYLE G. BARTON and FRANCIS G. BROCKERMANN, JR. to me known to be the persons described as the subscribers in and who executed the foregoing Articles of Incorporation and acknowledged before me that they subscribed to those Articles of Incorporation.

WITNESS MY HAND and SEAL in the County and State aforesaid this 24 day of February, 1999.



JENNIFER A. FERNANDEZ
COMMISSION # CC 524025
EXPIRES JAN 10, 2000
BONDED THRU
ATLANTIC BONDING CO., INC.

Jennifer A. Fernandez

NOTARY PUBLIC

My Commission Expires:

ACCEPTANCE OF REGISTERED AGENT

Having been named in ARTICLE XIII to accept service of process for the above stated corporation, at the place designated in the foregoing Articles of Incorporation, I hereby accept to act in this capacity and agree to comply with the provisions of Chapter 48.091, Florida Statutes, relative to keeping open said business.

Gayle G. Barton

GAYLE G. BARTON
1220 E. Prospect Avenue
Suite 212
Melbourne, Florida 32901

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SECRETARY OF STATE
TALLAHASSEE FLORIDA