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CYNTHIA J. PFEIFFER, ATTORNEY AT LAW

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April 8, 1999

TELEPHONE (813) 447-8486

Florida Dept. Of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

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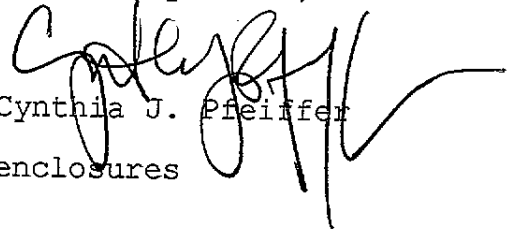
Hello:

Please find enclosed for filing with your office the Articles of Incorporation for B'S F&C, Inc. along with my check in the amount of \$78.75 in payment of the filing fees, Registered agent designation and for a certified copy of the articles of incorporation.

If you have any problem please contact me.

Thank you for your assistance.

Very Truly Yours,


Cynthia J. Pfeiffer

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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APR 14 1999

**ARTICLES OF INCORPORATION
OF
B'S F&C, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Article of Incorporation.

ARTICLE I: NAME

The name of the Corporation is B'S F&C, INC.

ARTICLE II: PRINCIPAL OFFICE

The principal place of business and mailing address of the corporation is 107 11th Street East, Tierra Verde, FL 33715.

ARTICLE III: CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is one thousand (1000) shares having a par value of one dollar (\$1.00) per share.

ARTICLE IV: INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is Bill E. Williams, 107 11th Street East, Tierra Verde, FL 33715.

ARTICLE V: INCORPORATOR

The name and address of the incorporator of these Articles of Incorporation is Bill E. Williams, 107 11th Street East, Tierra Verde, FL 33715.

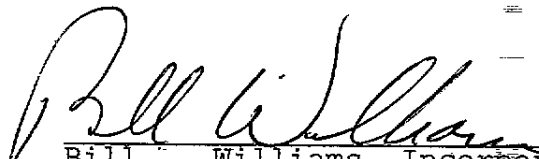
ARTICLE VI: INITIAL BOARD OF DIRECTORS

The name and address of each member of the initial Board of Directors of the corporation is:

P/D Bill E. Williams
107 11th Street East, Tierra Verde, FL 33715

V/T/S/D Sandra G. Williams
107 11th Street East, Tierra Verde, FL 33715

The undersigned has executed these Articles of Incorporation this 26 day of March, 1999.


Bill E. Williams, Incorporator

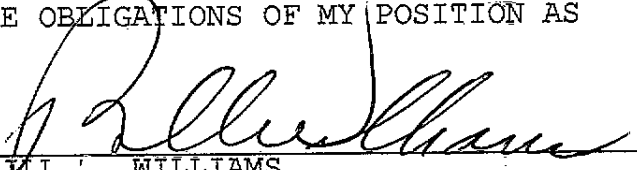
**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of section 607.0501, Florida Statutes, the mentioned 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'S F&C, INC.
2. The name and address of the registered agent and office is:

Bill E. Williams
107 11th Street East
Tierra Verde, FL 33715

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.


BILL E. WILLIAMS

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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