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May 5, 1999

**FEDERAL EXPRESS DELIVERY**

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

RE: B.D. of Northwest Florida, Inc.  
Our File: CTB-694

Dear Ladies:

Enclosed is the original and one copy of the Articles of Incorporation for the referenced corporation. Please file the original in your office and return the copy to the undersigned, duly certified.

I have also enclosed a check in the amount of \$122.50 for the profit corporation filing fee, registered agent designation, and certified copy.

Yours truly,



ELIZABETH MILLER  
Legal Assistant

Enclosures

400002865624--3  
-05/06/99-01087-004  
\*\*\*\*122.50 \*\*\*\*\*78.75

FILED  
99 MAY -6 AM 9:00  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

B. BROCK MAY 11 1999

**ARTICLES OF INCORPORATION  
OF  
B.D. OF NORTHWEST FLORIDA, INC.**

**FILED**  
99 MAY -6 AM 9:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

In compliance with the requirements of F.S. Chapter 607, the undersigned, being a natural person, does hereby act as an incorporator in adopting and filing the following articles of incorporation for the purpose of organizing a business corporation.

**ARTICLE I - NAME**

The name of the corporation ("Corporation") is B.D. OF NORTHWEST FLORIDA, INC.

**ARTICLE II - ADDRESS**

The initial address of the corporation is Flint Garden Apartments - Office, 424 Line Street, Chattahoochee, FL 32324.

**ARTICLE III - NATURE AND/OR PURPOSE OF BUSINESS**

This corporation shall engage in any activities or business permitted under the laws of the United States or of the State of Florida.

**ARTICLE IV - CAPITAL STOCK**

The maximum number of shares of stock that this Corporation is authorized to have outstanding at any one time is 10,000 shares of one class denoted common stock having a nominal par value of \$1.00 per share.

**ARTICLE V - TERM OF EXISTENCE**

This corporation is to exist perpetually.

**ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT**

The initial street address of the Corporation's registered office is 4300 Bayou Boulevard, Suite 16, Pensacola, Florida 32503. The initial registered agent for the Corporation at that address is James C. Taylor.

#### **ARTICLE VII - DIRECTORS**

The business of the corporation shall be managed and its corporate powers exercised by a board of one or more directors. The corporation shall have one director initially. The number of directors may be increased or decreased from time to time by by-laws adopted by the stockholders but there shall never be less than one.

#### **ARTICLE VIII - INITIAL DIRECTOR AND OFFICER**

The name and address of the person who will serve as the initial director and corporate officer are:

<u>NAME</u>	<u>ADDRESS</u>	<u>OFFICE</u>
SHANE L. MACK	8904 Tavistock Court Las Vegas, Nevada 89134 <b>MAILING ADDRESS:</b> P. O. Box 371330 Las Vegas, Nevada 89137-1330	President/ Director

#### **ARTICLE IX - SUBSCRIBERS**

The names and street addresses of the subscribers to these articles of incorporation are:

<u>NAME</u>	<u>ADDRESS</u>
SHANE L. MACK	8904 Tavistock Court Las Vegas, Nevada 89134 <b>MAILING ADDRESS:</b> P. O. Box 371330 Las Vegas, NV 89137-1330

#### **ARTICLE X - PREEMPTIVE RIGHTS**

Every shareholder, upon the sale of any stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

#### **ARTICLE XI - RESTRICTIONS ON SALE OF STOCK**

The corporation, and subject to the priority of the corporation, the remaining stockholders of the corporation shall have preference in the purchase of any shares of the capital stock of the corporation and any attempted sale of such shares of stock in violation of this provision shall be null and void. In case a stockholder, his personal representatives, heirs, devisees, legatees, pledgees, assignees, receivers, trustee in bankruptcy, or any other person holding under or in privity with any stockholder desires to sell his shares of stock, he shall file notice in writing of such intention with the secretary of the corporation stating the terms of the bona fide offer which he has received, and unless the terms of such offer are accepted within ten (10) days, it shall be deemed to have waived its privilege of purchasing. In the event that the corporation is legally unable to purchase such stock or otherwise waives its privilege of purchasing, the secretary of the corporation shall mail written notice to all remaining stockholders, by certified mail, return receipt requested, advising them of the terms of such bona fide offer, and unless the terms of such offer are accepted by any or all of the other stockholders within ten (10) days from the date of mailing such notice they shall be deemed to have waived their privilege of purchasing and the stockholders, or the person in privity with him, desiring to sell shall be at the liberty to effect a sale upon the terms of such bona fide offer. No stockholder may cause the corporation or the remaining stockholders to waive their privilege

of purchasing until such stockholder has received a bona fide offer for the purchase of such shares. Neither the corporation nor the remaining stockholders (collectively) may exercise their privilege of purchasing as to any shares less than the total number of shares involved in such bona fide offer.

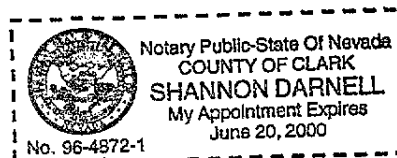
Shane L. Mack  
SHANE L. MACK

STATE OF NEVADA

COUNTY OF Clark

The foregoing instrument was acknowledged before me this 21<sup>st</sup> day of April, 1999, by SHANE L. MACK, who produced known to me as identification.

Shannon Darnell  
NOTARY PUBLIC




**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE  
FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING  
AGENT UPON WHOM PROCESS MAY BE SERVED**

Pursuant to Florida Statutes 48.091 and 607.0501 the following is submitted in compliance with said Act: 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.D. OF NORTHWEST FLORIDA, INC.
2. The name and address of the registered agent and office are:

JAMES C. TAYLOR  
Taylor & Van Matre, P.A.  
4300 Bayou Boulevard, Suite 16  
Pensacola, Florida 32503

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.

  
JAMES C. TAYLOR

Date: May 5, 1999

**FILED**  
99 MAY -6 AM 9:00  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA