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JONES & FLOWERS

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May 28, 1999

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

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-06/01/99--01137--018
*****70.00 *****70.00

Re: BTT ENTERPRISES, INC.

To Whom It May Concern:

Enclosed please find the original Articles of Incorporation, a copy to be certified and a check in the amount of \$70.00 for Filing Fees, cost of Certified Copy and Registered Agent Designation. Please file with the appropriate department for the above referenced corporation and forward the certified copy back to the above address in the enclosed self addressed stamped envelope.

If you are in need of further information feel free to contact me.

Sincerely,



Michael A. Flowers

MAF:wjc
Enclosure(s)

c: BTT Enterprises, Inc.

FILED
99 JUN -1 AM 8:58
SECRETARY OF STATE
TALLAHASSEE FLORIDA

JUN 7 1999

ARTICLES OF INCORPORATION

OF

BTT ENTERPRISES, INC.

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TALLAHASSEE FLORIDA

The undersigned, for the purpose of creating a corporation under the laws of the State of Florida, does hereby adopt the following Articles of Incorporation:

ARTICLE ONE

CORPORATE NAME AND PRINCIPAL OFFICE

The name of the corporation is BTT ENTERPRISES, INC. and its principal office and mailing address is 13698 State Hwy. 20 West, Niceville, FL 32578.

ARTICLE TWO

NATURE OF BUSINESS

The purpose of the corporation is to do any and all lawful business for which corporations may be incorporated under the laws of Florida. The initial purpose of this corporation is to conduct any and all legal businesses including retail business, investment business and all other legal transactions in the State of Florida.

ARTICLE THREE

CAPITAL STOCK

The corporation is authorized to issue One Hundred (100)

shares of stock with a par value of one dollar (\$1.00) each.
Such stock shall be of a single class.

ARTICLE FOUR

TERM OF EXISTENCE

This Corporation shall have perpetual existence commencing upon the filing of these articles.

ARTICLE FIVE

REGISTERED AGENT AND INITIAL REGISTERED OFFICE

The registered office of the corporation is 13698 State Hwy. 20 West, Niceville, FL 32578. The registered agent is Bonita Taylor.

ARTICLE SIX

BOARD OF DIRECTORS

This Corporation shall have two director(s) initially. The number of directors may be increased or diminished from time to time by Bylaws adopted by the stockholders, but shall never be less than one.

The names and addresses of the initial board of directors of the corporation are as follows:

Bonita Taylor
13698 State Hwy. 20 West
Niceville, FL 32578

Allison Gary Taylor
13698 State Hwy. 20 West
Niceville, FL 32578

The persons named as initial directors shall hold office for the

first year of existence of this Corporation or until their successors are elected or appointed and have qualified, whichever occurs first.

ARTICLE SEVEN

INDEMNIFICATION

The corporation shall indemnify any present or former officer or director, or person exercising powers and duties of a director, to the full extent now or hereafter permitted by law.

ARTICLE EIGHT

REMOVAL OF DIRECTOR

Any director may be removed with or without cause by a vote of the holders fifty-one percent (51%) of the shares then entitled to vote at a special meeting of the shareholders called for that purpose.

ARTICLE NINE

SHAREHOLDER QUORUM

The presence, in person or by proxy, of shareholders holding of record fifty-one percent (51%) of the total number of shares of the Corporation, then issued and outstanding and entitled to vote, shall be necessary and sufficient to constitute a quorum for the transaction of any business at any meetings of shareholders of the Corporation.

ARTICLE TEN

AMENDMENT

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 at least a majority of the stock entitled to vote, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of the Articles of Incorporation be made.

ARTICLE ELEVEN

INCORPORATORS

The name and address of the incorporators are:

Bonita Taylor	Allison Gary Taylor
13698 State Hwy. 20 West	13698 State Hwy. 20 West
Niceville, FL 32578	Niceville, FL 32578

IN WITNESS WHEREOF, the undersigned incorporators do hereby execute these Articles on May 27, 1999.


BONITA TAYLOR, Incorporator

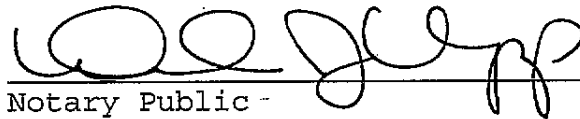

ALLISON GARY TAYLOR, Incorporator

ACKNOWLEDGEMENT

STATE OF FLORIDA

COUNTY OF OKALOOSA

Before me, the undersigned officer, personally appeared
BONITA TAYLOR and ALLISON GARY TAYLOR, Incorporators for the
purpose of lawfully executing these Articles of Incorporation.



Notary Public

My Commission Expires:



Wanda J. Clapp
MY COMMISSION # CC699557 EXPIRES
December 1, 2001
BONDED THRU TROY FAIN INSURANCE, INC.

ACCEPTANCE BY THE REGISTERED AGENT

I, BONITA TAYLOR, hereby accept appointment as registered agent for the corporation, and acknowledge my acceptance with my signature below on May 27, 1999


BONITA TAYLOR
Registered Agent

FILED
99 JUN -1 AM 8:58
SECRETARY OF STATE
TALLAHASSEE FLORIDA