

P99000075817

August 19, 1999

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32301

Subj: BJ & S, Inc.

Dear Sir:

Enclosed please find the following:

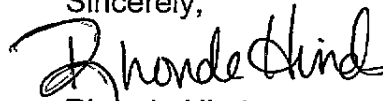
1. The original and one copy of the Articles of Incorporation for the subject corporation. Please certify one copy and return it to the undersigned.
2. My check in the amount of \$122.50 to cover the filing is included.
3. Designation of Registered Agent.

Kindly acknowledge filing of theses Articles of Incorporation, in compliance with Florida law and return the certified copy of the Articles of Incorporation to the undersigned at 300 Magnolia Avenue Suite A, Merritt Island, Florida 32952.

If there are any questions concerning this filing, please contact me at (407) 454-2266.

Thank you for your assistance in this matter.

Sincerely,


Rhonda Hinds

FILED
99 AUG 20 PM 12:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION
OF
BJ & S, INC.

ARTICLE I. NAME

The name of this corporation is
BJ & S, INC.

ARTICLE II. DURATION

This corporation shall have perpetual existence.

ARTICLE III. PURPOSE

This corporation is organized for the purpose of transacting any or all
lawful business.

ARTICLE IV. CAPITAL STOCK

This corporation is authorized to issue 1000 shares of \$1.00 par value
common stock, which shall be designated "Common Shares".

ARTICLE V. PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new 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 (as nearly as may be done
without issuance of fractional shares) at the price at which it is offered to others.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE VI. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 300 Magnolia Avenue Suite A, Merritt Island, Florida 32952, and the name of the initial registered agent of the corporation at that address is Rhonda Hinds.

ARTICLE VII. INITIAL BOARD OF DIRECTORS

This corporation shall have two directors initially. The number of directors may be either increased or diminished from time to time by the bylaws but shall never be less than one. The names and addresses of the initial directors of this corporation is:

Billy Joe Brewer
1635 Coquina Drive
Merritt Island, FL 32953

Billy Shane Brewer
422 Harrison Avenue
Cape Canaveral, FL 32920

ARTICLE VIII. PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office of the corporation is located at 300 Magnolia Avenue Suite A, Merritt Island, Florida 32952, and the mailing address of the corporation is 300 Magnolia Avenue Suite A, Merritt Island, Florida 32952.

ARTICLE IX. INCORPORATOR

The name and address of the person signing these articles is:

Billy Joe Brewer
1635 Coquina Drive
Merritt Island, Florida 32953

ARTICLE X. AMENDMENTS

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, by a majority vote of the Board of Directors, and any right conferred upon the shareholders is subject to this reservation.


IN WITNESS WHEREOF the undersigned subscriber has executed these articles of incorporation on this 20th day of August 1999.

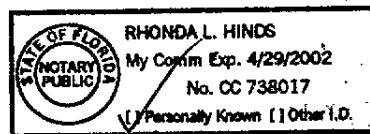

Billy Joe Brewer

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 as subscriber in and who executed the foregoing Articles of Incorporation, and who acknowledged before me that he subscribed to those Articles of Incorporation.

WITNESS my hand and official seal in the County and State named above this 20th day of August 1999.


Notary Public



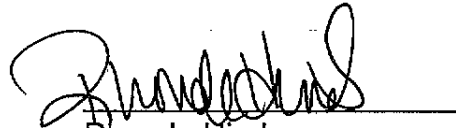
DESIGNATION
AS
REGISTERED AGENT

In compliance with Section 48.091, and Section 607.034, Florida Statutes,
the following is submitted:

That BJ & S, Inc. desiring to organize under the laws of the State of
Florida, with its principal office at 300 Magnolia Avenue Suite A, Merritt Island,
Florida 32952, has named Rhonda Hinds, located at 300 Magnolia Avenue
Suite A, Merritt Island, Brevard County, Florida 32952, as it's agent to accept
service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above named
Corporation, at the place designated in this certificate, the undersigned agrees to
act in this capacity, relative to keeping the designated office open.


Rhonda Hinds
Registered Agent

99 AUG 20 PM 12:05
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA