

TRANSMITTAL LETTER

P 99 000 10 4474

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

Paul J. Burns, Esq.

12525 Walsingham Road
Largo, Florida 33774

FILED
99 NOV 29 AM 11:43
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Member of FL & NJ Bars

(813) 595-4540
Fax: (813) 596-1016

Re: B-Ann Enterprises, Inc.

Dear Clerk:

500003055895--0
-11/29/99--01135--001
*****78.75 *****78.75

Kindly file the enclosed Articles of Incorporation.

Enclosed is a check in the amount of \$78.75

Please return 1 copy certified copy to my office.

If you have any questions do not hesitate to contact my office.

Sincerely,

Paul J. Burns
Paul J. Burns

Daytime Telephone number

F. O. CHESLER DEC 2 1999

NOTE: Please provide the original and one copy of the articles.

ARTICLES OF INCORPORATION

OF

B-ANN ENTERPRISES, INC.

FILED
99 NOV 29 AM 11:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following articles of incorporation:

ARTICLE ONE
NAME

The name of the corporation is B-ANN ENTERPRISES, INC.

ARTICLE TWO
DURATION

The term of duration of the corporation is perpetual.

ARTICLE THREE
PURPOSE

The purpose or purposes for which the corporation is organized is to engage in any activity or business permitted under the laws of the United States and of this state.

ARTICLE FOUR
STOCK

The aggregate number of shares which the corporation has authority to issue is 1000, all of which shall be common shares with a par value of \$1.00.

**ARTICLE FIVE
REGISTERED OFFICE**

The street address of the initial registered office of the corporation is 721 19th Street, Palm Harbor, Fl 34683, and the name of the initial registered agent at such address is Michael C. Johnson.

**ARTICLE SIX
PRINCIPAL OFFICE**

The street address of the principal office is 721 19th Street, Palm Harbor, Fl 34683 and the mailing address of the corporation is 721 19th Street, Palm Harbor, Fl 34683.

**ARTICLE SEVEN
DIRECTORS**

The board of directors of the corporation shall consist of two (2) members and may be changed from time to time in accordance with the By-laws of the corporation. The initial Board of Directors shall consist of Michael C. Johnson and B-Ann Johnson.

**ARTICLE EIGHT
INCORPORATORS**

The name and address of the incorporator is Paul J. Burns, 12525 Walsingham Road, Largo, Florida 33774.

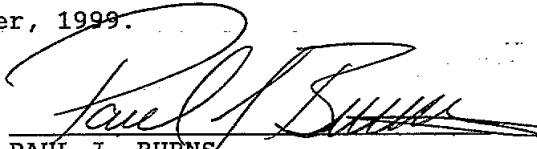
ARTICLE NINE
INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE TEN
COMMENCEMENT OF EXISTENCE

The corporation shall be deemed to commence its existence on the date of the filing of these Articles of Incorporation.

The undersigned has executed these Articles of Incorporation this 23rd day of November, 1999.

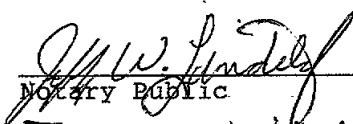

PAUL J. BURNS
INCORPORATOR

STATE OF FLORIDA
COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me this 23rd day of November, 1999, by Paul J. Burns, who is personally known to me or who has produced a Florida Drivers license as identification.



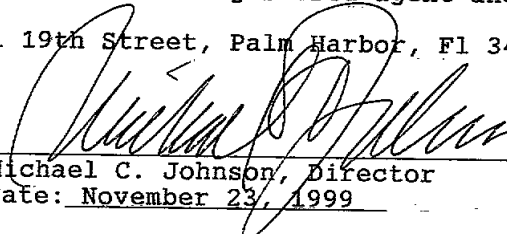
My Commission Expires: 11-21-2000


Notary Public
Jeffrey W. Lindelof
Print Name of Notary Public
Commission No.: CC603120

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned corporation organized under the laws of the State of the 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-ANN ENTERPRISES, INC.
2. The name and address of the registered agent and office is Michael C. Johnson, 721 19th Street, Palm Harbor, FL 34683.

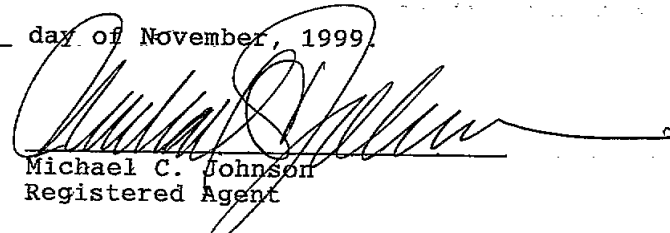


Michael C. Johnson, Director
Date: November 23, 1999

ACCEPTANCE

Having been named as registered agent and to accept service of process for the above named corporation, at the place designated in this Certificate, I hereby 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.

DATED this 23rd day of November, 1999.



Michael C. Johnson
Registered Agent

99 NOV 29 AM 11:49
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA