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Fax Number : (850) 205-0381

From:

Account Name : STEEL HECTOR & DAVIS

Account Number : 071541002004

Phone : (305) 577-4726

Fax Number : (305) 577-7001

FLORIDA PROFIT CORPORATION OR P.A.

BAC FLORIDA HOLDING COMPANY

Certificate of Status	0
Certified Copy	1
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Estimated Charge	\$78.75

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TALLAHASSEE FLORIDA

**ARTICLES OF INCORPORATION
OF
BAC FLORIDA HOLDING COMPANY**

ARTICLE I - NAME

The name of the corporation is BAC Florida Holding Company (hereinafter called the "Corporation").

ARTICLE II - PURPOSE

The Corporation is organized for the purpose of transacting any or all lawful business for corporations organized under the Florida Business Corporation Act of the State of Florida.

ARTICLE III - CAPITAL STOCK

The aggregate number of shares which the Corporation shall have the authority to issue is 1,000 shares of Common Stock, par value \$.01 per share.

Shares of capital stock of the Corporation that have been issued and subsequently acquired by the Corporation shall constitute issued but not outstanding shares of the same class and series, until canceled or disposed of (whether by resale or otherwise) by the Corporation. If the Corporation cancels any such shares, the canceled shares shall constitute authorized and unissued shares of the same class and shall be undesignated as to series.

ARTICLE IV - INITIAL REGISTERED AGENT

The street address of the initial registered office of the Corporation is 200 South Biscayne Boulevard, 43rd Floor, Miami, Florida 33131 and the name of the initial registered agent of the Corporation at that address is Peninsula Registered Agents, Inc.

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ARTICLE V - INITIAL PRINCIPAL OFFICE

The street address of the initial principal office and mailing address of the Corporation is 169 Miracle Mile, R-10, Coral Gables, Florida 33134.

ARTICLE VI - INITIAL BOARD OF DIRECTORS


The Corporation shall have eleven (11) directors initially. The number of directors may be either increased or decreased from time to time as provided in the Bylaws of the Corporation, but shall never be less than one. The names and address of the initial directors of the Corporation are as follows

Alberto J. Chamorro, Jr., 6111 Granada Blvd., Coral Gables, Florida 33146;
Peter A. Conway, 2449 South Bayshore Drive, Miami, Florida 33133;
Dr. Ernesto Cruz, 251 Crandon Blvd., Apt. #307, Key Biscayne, Florida 33149
R. Bruce Cuthbertson, 635 Allendale Road, Key Biscayne, Florida 33149;
Timothy W. Davis, 1111 Crandon Boulevard, Apt. B-502, Key Biscayne, Florida 33149;
Shepard King, 11050 SW 69th Court, Pinecrest, Florida 33156
Thomas P. Noonan, 6245 SW 102nd Street, Miami, Florida 33156;
Carlos F. Pellas, 7625 SW 87th Court, Miami, Florida 33173;
F. Alfredo Pellas, Jr., 8245 Los Pinos Circle, Coral Gables, Florida 33143
Roderick N. Petry, 508 Castania Avenue, Coral Gables, Florida 33146;
Fernando A. Tamayo, 7040 SW 79th Court, Miami, Florida 33143.

ARTICLE VII - INCORPORATOR

The name and address of the person signing these Articles of Incorporation is Debra Palmisano, 200 South Biscayne Boulevard, Suite 4000, Miami, Florida 33131.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 11th day of September, 2002.


Debra Palmisano, Incorporator

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**CERTIFICATE DESIGNATING THE ADDRESS
AND AN AGENT UPON WHOM PROCESS MAY BE SERVED**

WITNESSETH:

BAC Florida Holding Company, desiring to organize under the laws of the State of Florida, has named Peninsula Registered Agents, Inc., located at 200 South Biscayne Boulevard, 43rd Floor, Miami, Florida 33131, as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above-stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with, and accept the duties and obligations of a registered agent outlined in Section 607.0505, Florida Statutes.

Dated this 11th day of September, 2002.

PENINSULA REGISTERED AGENTS, INC.

By: *Debra Palmisano*

Debra Palmisano, Vice President

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