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JUL-03-1996 14:49 EMPIRE CORPORATE KIT P.17

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TO: DIVISION OF CORPORATIONS
DEPARTMENT OF STATE
STATE OF FLORIDA
409 EAST GAINES STREET
TALLAHASSEE, FL 32399
FAX: (904) 922-[illegible]00

FROM: EMPIRE CORPORATE KIT COMPANY
14[illegible] FLAGLER ST
SUITE [illegible]00
MIAMI FL 331[illegible]- [illegible]302-[illegible]010
CONTACT: RAY STORMONT
PHONE: (305) 541-3694
FAX: (305) 541-3770

(((H96000009301))) DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: B & B CONVENTION SERVICES, INC.

FAX AUDIT NUMBER:	H96000009301	CURRENT STATUS:	REQUESTED
DATE REQUESTED:	07/03/1996	TIME REQUESTED:	14:24:28
CERTIFIED COPIES:	1	CERTIFICATE OF STATUS:	0
NUMBER OF PAGES:	5	METHOD OF DELIVERY:	FAX
ESTIMATED CHARGE:	$122.50	ACCOUNT NUMBER:	072450003255

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TALLAHASSEE, FLORIDA

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RECEIVED
96 JUL -3 PM 3:14
DIVISION OF CORPORATIONS

ARTICLES OF INCORPORATION OF B & B CONVENTION SERVICES, INC.

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I

NAME

The name of the corporation is B & B Convention Services, Inc. (hereinafter called the "Corporation").

ARTICLE II

PURPOSE

The purpose for which the Corporation is formed is to engage in any lawful act or activity for which corporations may be organized under the laws of the State of Florida.

ARTICLE III

CAPITAL STOCK

The capital stock authorized, the par value thereof, and the class of such stock shall be as follows:

NUMBER OF SHARES AUTHORIZED	PAR VALUE PER SHARE	CLASS OF STOCK
1,000	$1.00	Voting Common

ARTICLE IV

REGISTERED OFFICE AND AGENT

The address of the Corporation's registered office in the State of Florida is 1074 Spanish River Road, Boca Raton, Florida 33432, County of Palm Beach. The name of its registered agent at such address is Billy B. Childers.

PREPARED BY: Paul Hattenhauer's
N.C. Bar # 21692
227 West Trade Street #1500
Charlotte, North Carolina 28202
704-372-6322

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ARTICLE V

PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

1074 Spanish River Road
Boca Raton, Florida 33432

ARTICLE VI

INCORPORATOR

The name of the Incorporator is Paul M. Hattenhauer, Esquire, and the address of the incorporator is CULP ELLIOTT & CARPENTER, P.L.L.C., 227 West Trade Street, Suite 1500, Charlotte, North Carolina 28202.

ARTICLE VII

INDEMNIFICATION

This Corporation shall indemnify and may advance expenses to its officers and directors to the fullest extent permitted by law in existence either now or hereafter.

IN WITNESS WHEREOF, the undersigned, being the incorporator named above, for the purpose of forming a corporation pursuant to the Florida General Corporation Act of the State of Florida has signed these Articles of Incorporation this 2nd day of July, 1996.

Paul M. Hattenhauer, Incorporator

H9600009301

STATE OF NORTH CAROLINA)
) SS:
COUNTY OF MECKLENBURG)

BEFORE ME, personally appeared Paul M. Hattenhauer who is personally known to me and who executed the foregoing, and acknowledged to and before me that he executed said instrument for the purposes therein expressed.

WITNESS my hand and official seal in the State and County aforesaid, this 2nd day of July, 1996.

Jade D. Robey
Notary Public State of North Carolina

Jade D. Robey
Printed Name of Notary

NOTARY PUBLIC

My Commission Expires:
3/31/99

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CERTIFICATE DESIGNATING REGISTERED AGENT

Pursuant to Chapter 607, Florida Statutes, the following is submitted in compliance with said Act:

That desiring to organize under the laws of the State of Florida with its initial registered office, as indicated in Article IV of the Articles of Incorporation, B & B Convention Services, Inc. has named Billy B. Childers, 1074 Spanish River Road, Boca Raton, Florida 33432, County of Palm Beach, State of Florida, 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, Billy B. Childers, hereby agrees to act in this capacity as registered agent, and agrees to comply with the provisions of all statutes relative to the proper and complete discharge of his duties.

Dated effective the 2nd day of July, 1996.

REGISTERED AGENT:

By: ______________________
Billy B. Childers

FILED
96 JUL -3 PM 5:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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1201 HAYS STREET
904-[illegible]
904-[illegible]

800-342-8086

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PRENTICE HALL LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100C 0032

REFERENCE : 054702 160834A

AUTHORIZATION : Patricia Piggitt

COST LIMIT : $ 35.00

FILED 96 AUG 16 PM 4:17 SECRETARY OF STATE TALLAHASSEE, FLORIDA

ORDER DATE : August 15, 1996

ORDER TIME : 11:40 AM

ORDER NO. : 054702

CUSTOMER NO: 160834A

Name Change Amend

100001824581

CUSTOMER: Ms. Jade Robey
Culp Elliot And Carpenter
Suite 1500
227 West Trade Street
Charlotte, NC 28202

DOMESTIC AMENDMENT FILING

NAME: B & B CONVENTION SERVICES, INC

RECEIVED 96 AUG 16 PM 1:10 DIVISION OF CORPORATION

EFFICTIVE DATE:

Name 8/23/96
Document Examiner
Updater
Verifier
Acknowledgement
W.P. Verifier

XX___ ARTICLES OF AMENDMENT
_____ RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

_______ CERTIFIED COPY
XX_____ PLAIN STAMPED COPY
_______ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Victoria L. Perez

EXAMINER'S INITIALS: ________

STATE OF NORTH CAROLINA

COUNTY OF MECKLENBURG

AFFIDAVIT OF B&B INTERNATIONAL, INC.

The undersigned, B & B INTERNATIONAL, INC., a Florida corporation (the "Corporation"), by and through its duly elected and authorized President, Billy E. Childers, after first being duly sworn, deposes and states that:

1. I am over 18 years of age, am competent to testify as to the subject matters set forth below and have personal knowledge of the facts stated herein.

2. I am the President of the Corporation.

3. I have been authorized by the Board of Directors and Shareholders of the Corporation to give this Affidavit on behalf of the Corporation pursuant to and in accordance with the requirements of Section 607.1405(4) of the Florida Business Corporation Act.

4. Pursuant to Section 607.1405(4) of the Florida Business Corporation Act, the Corporation does hereby consent to the immediate assumption or use of the name of the Corporation, "B&B International, Inc.," by another corporation. I do not plan to revoke the dissolution.

Effective the 14th day of March 1996.

Billy E. Childers (SEAL)
BILLY E. CHILDERS

[Acknowledgment on following page]

STATE OF NORTH CAROLINA

COUNTY OF MECKLENBURG

I, [illegible], a Notary Public of the County and State aforesaid, certify that BILLY E. CHILDERS, the duly elected and authorized President of B&B International, Inc., personally appeared before me this day and acknowledged the due execution of the foregoing instrument for and on behalf of such Corporation.

WITNESS my hand and official stamp or seal, this 31ST day of JULY, 1996.

Notary Public

My Commission Expires:

AUGUST 28, 2000

ARTICLES OF AMENDMENT

OF

B & B CONVENTION SERVICES, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Section 607.1001 et seq. of the Florida Business Corporation Act, B&B Convention Services, Inc., a Florida corporation (the "Corporation"), hereby submits the following amendment to the Corporation's Articles of Incorporation:

1. The name of the Corporation is B&B Convention Services, Inc.

2. The text of each amendment of the Articles of Incorporation of the Corporation is as follows:

Article I of the Articles of Incorporation of the Corporation is hereby deleted in its entirety and the following Article I substituted in lieu thereof:

"ARTICLE I

NAME

The name of the corporation is B & B International, Inc. (hereinafter called the "Corporation")."

3. The date of adoption of the foregoing amendment was August 9, 1996.

4. As no shares of capital stock of the Corporation have been issued as of the date hereof, the foregoing amendment was duly approved by the sole incorporator of the Corporation in accordance with the provisions of Section 607.1005 of the Florida Business Corporation Act, and no shareholder action was required.

5. These Articles of Amendment shall be effective upon filing with the Secretary of State of the State of Florida.

IN WITNESS WHEREOF, these Articles of Amendment have been executed on behalf of the Corporation by its sole incorporator as of the 9th day of August 1996.

Paul M Hattenhauer

Paul M. Hattenhauer, Sole Incorporator

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