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FORT LAUDERDALE, FL 33304  
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**P96000073746**



PHYSICAL  
LEGAL & FINANCIAL SERVICES ACCOUNT NO. : 072100000032

REFERENCE : 075374 8738A

AUTHORIZATION : *Prepaid*

COST LIMIT : \$ 122.50

ORDER DATE : September 5, 1996

ORDER TIME : 10:05 AM

ORDER NO. : 075374

CUSTOMER NO: 8738A

CUSTOMER: Roger Brown, Esq  
CARPENTER & BROWN

Suite 100  
701 East Commerical Boulevard  
Fort Lauderdale, FL 33334

600001940068  
-09/05/96--01072--017  
\*\*\*\*122.50 \*\*\*\*122.50

DOMESTIC FILING

NAME: SG CORPORATION OF THE  
AMERICAS, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
       PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Michael E. Klunk

EXAMINER'S INITIALS:

FILED  
OFFICE OF STATE  
CORPORATIONS  
95 SEP -5 PM 3:27

RECEIVED  
95 SEP -5 PM 12:14  
DIVISION OF CORPORATIONS  
*9/5/96*

ARTICLES OF INCORPORATION  
OF  
BG CORPORATION OF THE AMERICAS, INC.

FILED  
STATE  
CORPORATIONS  
96 SEP -5 PM 3:27

ARTICLE I - NAME

The name of the corporation is BG CORPORATION OF THE AMERICAS, INC.

ARTICLE II - DURATION

This corporation shall have perpetual existence, unless sooner dissolved according to law.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE IV - CAPITAL STOCK

The aggregate number of shares which this corporation is authorized to issue is 5,000 shares of common stock having a par value of \$1.00 each, and such shall be designated "common shares".

ARTICLE V - PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale (by this corporation) for cash or property 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 thereof (as nearly as may be done without issuance of fractional shares) at the price per share at which it is offered to others (based on cash value or fair market value of property involved in the sale).

**ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this corporation is , and the name of the initial registered agent of this corporation at that address is **SILLAS GRANDINI**. The street address of the principal office of this corporation is 205 NW Lake Pointe Drive, #205, Oakland Park, Florida 33309.

**ARTICLE VII - INITIAL BOARD OF DIRECTORS**

This corporation shall have one (1) directors initially. The number of directors may be either increased or diminished from time to time by the by-laws, but shall never be less than one. The names and addresses of the initial directors of this corporation are:

**SILLAS GRANDINI**      205 NW Lake Pointe Drive, #205, Oakland  
Park, Florida 33309

**ARTICLE VIII - INCORPORATOR**

The name and addresses of the person signing these articles is **SILLAS GRANDINI**.

**ARTICLE IX - BY-LAWS**

The power to adopt, alter, amend or repeal by-laws shall be vested in the Board of Directors.

**ARTICLE X - AMENDMENT**

This corporation reserves the right to amend or repeal any provisions contained in these articles of incorporation, or any amendments thereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporator executed these articles of incorporation this 04 day of September, 1996.

[Signature]  
Incorporator

RECORDED  
INDEXED  
05 SEP - 5 PM '96

**ACCEPTANCE OF REGISTERED AGENT**

I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation.

[Signature]  
Registered Agent

STATE OF FLORIDA

COUNTY OF BROWARD

The foregoing Articles of Incorporation and Acceptance of Resident Agent was acknowledged before me by **SILLAS GRANDINI**, who is personally known to me or who has produced his Florida Driver's License as identification.

[Signature]  
Printed Name: DONNA B. KEEFE

NOTARY PUBLIC

My Commission Expires:

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