

P97000057549

SENT BY:

7- 1-97 :10:44AM :

MIAMI FAX#4- Department of State:# 1/ 5

7/01/97

FLORIDA DIVISION OF CORPORATIONS
PUBLIC ACCESS SYSTEM
ELECTRONIC FILING COVER SHEET

10:21 AM

((H97000010807 0))

TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: AKERMAN, SENTERFITT & EIDSON, P.A.
CONTACT: MAGGIE VINAJERAS
PHONE: (305)374-5600

ACCT#: 075471001363

FAX #: (305)374-5095

NAME: B & B HOLDING COMPANY OF FT. LAUDERDALE, INC
AUDIT NUMBER.....H97000010807
DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.
CERT. OF STATUS..0
CERT. COPIES.....1

PAGES..... 3
DEL.METHOD.. FAX
EST.CHARGE.. \$122.50

NOTE: PLEASE PRINT THIS PAGE AND USE IT AS A COVER SHEET. TYPE THE FAX
AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE DOCUMENT

** ENTER 'M' FOR MENU. **

ENTER SELECTION AND <CR>:

FLSECBT.ASX * VT102 * FDY * 9600 B71 * LOG CLOSED * PRINT OFF * ON-LINE

FILED
97 JUL -1 AM 11:32
DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA

5

BM 7/11/97

SENT BY:

7-1-87 10:44AM ;
FLORIDA DEPARTMENT OF STATE PI 71

MIAMI FAX#4- Department of State:# 5/ 5



FLORIDA DEPARTMENT OF STATE
Sandra B. Morham
Secretary of State

July 1, 1997

ACKMAN, BENTLEFFIT & EIDSON, P.A.

SUBJECT: B & B HOLDING COMPANY OF FLORIDA, INC.
REF: 897000018177

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name DOES NOT constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

Name Unavailable - conflict with B & B Holding Corp. Document Number G20865.

If you have any questions concerning the filing of your document, please call (850) 487-3873.

Clartha Golden
Document Specialist

FAX Aud. #: 897000010772
Letter Number: 897A00034376

Division of Corporations - P.O. BOX 6397 - Tallahassee, Florida 32314

SENT BY:

7- 1-97 :10:44AM :

MIAMI FAX#4- Department of State:# 2/ 5

H97000010807

**ARTICLES OF INCORPORATION
OF
B & B HOLDING COMPANY OF FT. LAUDERDALE, INC.**

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

**ARTICLE I
NAME**

The name of the corporation is B & B HOLDING COMPANY OF FT. LAUDERDALE, INC.

**ARTICLE II
PRINCIPAL OFFICE AND MAILING ADDRESS**

The principal office and mailing address of the corporation is: One S.E. 3rd Avenue, 28th Floor, Miami, Florida 33131-1704.

**ARTICLE III
CAPITAL STOCK**

The number of shares of stock that the corporation is authorized to issue is One Thousand (1,000) shares, \$.01 par value per share, of common stock. Each issued and outstanding share of common stock shall be entitled to one vote on each matter submitted to a vote at a meeting of the shareholders.

**ARTICLE IV
INITIAL REGISTERED OFFICE AND AGENT**

The street address of the corporation's initial registered office is: One S.E. 3rd Avenue, 28th Floor, Miami, Florida 33131-1704. The name of the corporation's initial registered agent at that office is: American Information Services, Inc.

Prepared by:
Joseph H. Izhakoff, Esq.
One S.E. 3rd Avenue, 27th Floor
Miami, Florida 33131
(305) 374-5600
Florida Bar No. 0007054

H97000010807

FILED
TALLAHASSEE, FLORIDA

97 JUL -1 AM 11:32

SENT BY:

7- 1-97 :10:44AM ;

MIAMI FAX#4- Department of State:# 3/ 5

H97000010807

**ARTICLE V
INCORPORATOR**

The name and street address of the incorporator of the corporation is: Joseph H. Izhakoff,
One S.E. 3rd Avenue, 28th Floor, Miami, Florida 33131-1704.

**ARTICLE VI
INITIAL DIRECTORS**

The name and street address of the individuals who are to serve as the initial directors of the
corporation is:

Steven R. Berrard

c/o Republic Industries, Inc.
450 E. Las-Olas Boulevard, Suite 1200
Ft. Lauderdale, Florida 33301

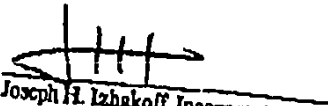
William Butler

716 Flamingo Drive
Ft. Lauderdale, Florida 33301

**ARTICLE VII
INDEMNIFICATION**

The corporation shall indemnify any present or former officer or director, or person exercising
powers and duties of an officer or a director, to the full extent now or hereafter permitted by law.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation
this 1st day of July, 1997.


Joseph H. Izhakoff, Incorporator

MLA-170110-1

H97000010807

SENT BY:

7- 1-97 :10:44AM ;

MIAMI FAX#4- Department of State:# 4/ 5

H97000010807

**CERTIFICATE OF ACCEPTANCE BY
REGISTERED AGENT**

Pursuant to the provisions of Section 607.0501 of the Florida Business Corporation Act, the undersigned submits the following statement in accepting the designation as registered agent and registered office of B & B Holding Company of Ft. Lauderdale, Inc., a Florida corporation (the "Corporation"), in the Corporation's articles of incorporation:

Having been named as registered agent and to accept service of process for the Corporation at the registered office designated in the Corporation's articles of incorporation, the undersigned accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties, and the undersigned is familiar with and accepts the obligations of its position as registered agent.

IN WITNESS WHEREOF, the undersigned has executed this Certificate this 1st day of July, 1997.

American Information Services, Inc.

By: Maggie C. Vinjeras
Maggie C. Vinjeras, Vice President

#1A-178440-1

H97000010807

THE CLERK OF THE COURT
TALLAHASSEE, FLORIDA

97 JUL -1 4 11:32