



THE COMPANY CORPORATION

1313 N. Market Street • Wilmington, Delaware 19801-1151 • Telephone: (302) 575-0440 • Fax: (302) 575-1346

PA 7000078218

August 28, 1997
Corporate Records Bureau
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

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-09/08/97--01109--003
*****70.00 *****70.00

RE: B.P. Factory Outlet Inc.
P3318023B.PAN

Dear Sir or Madam:

Enclosed please find Articles of Incorporation (and related documents, if appropriate) and our check in the amount of \$70.00 for B.P. Factory Outlet Inc.

Please file at your earliest convenience and return confirmation to my attention at the address which is listed above.

Please feel free to contact our Non Delaware Filings Department with questions regarding the enclosed, (302) 575-0440, Ext. 7003.

Very truly yours,

Wendy Snow

Wendy Snow
Corporate Service Incorporator

enc.

FILED
97 SEP -8 11 10 37
SECTION
TALLAHASSEE, FL

*Wendy Snow
9/14/97*

ARTICLES OF INCORPORATION

OF

B.P. Factory Outlet Inc.

FILED
97 SEP -8 11:30
STATE
FILED

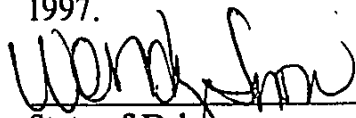
The undersigned natural person(s), of the age of 21 or more, acting to form a corporation under the corporate laws of the state of Florida do hereby certify the following:

- FIRST:** The name of the corporation shall be **B.P. Factory Outlet Inc.**
- SECOND:** The address of the initial registered office of the corporation is 200 - A John Knox Road, Tallahassee FL 32303-6643, County of Leon. The name of the registered agent located at said address is Larry Wolfe.
- THIRD:** The principal address of the corporation 672 North Miami Avenue, Miami, FL 33130.
- FOURTH:** The purpose for which this corporation is organized shall be to engage in any lawful act or activity for which corporations may be organized under the Florida Business Corporation Act.
- FIFTH:** The total authorized stock of this corporation is divided into 100 shares at no par value.
- SIXTH:** The number of directors constituting the initial board of directors is two, and the name(s) and address(es) who will serve as director(s) until the first annual meeting of shareholders or until their successors are as follows:
- Bashir Paniry 2300 N.E. 196th Street, Miami, FL 33180.
Helen Paniry 2300 N.E. 196th Street, Miami, FL 33180.
- SEVENTH:** The duration of the corporation is perpetual.
- EIGHT:** This is a Close Corporation.
- NINTH:** The name(s) and address(es) of the person(s) who are to act as incorporator(s) are as follows:

Wendy Snow c/o The Company Corporation

1313 N. Market Street
Wilmington, DE 19801

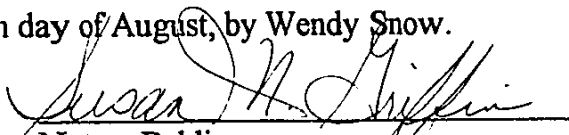
We (I), the undersigned, being all the incorporators of the corporation identified above, declare that we have examined the foregoing this 27th day of August, 1997.



State of Delaware

County of New Castle

THE FOREGOING instrument was acknowledged and sworn to before me this 27th day of August, by Wendy Snow.



Notary Public

SUSAN M. GRIFFIN
NOTARY PUBLIC - STATE OF DELAWARE
MY COMMISSION EXPIRES OCT. 6, 2000

This document was prepared by Wendy Snow, 1313 N. Market Street,
Wilmington, DE 19801 (302) 575-0440.

