

Document Number Only

CT Corporation System
660 East Jefferson Street
Tallahassee, FL 32301
Tel 850 222 1092
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Attn: Jeff Netherton

F99000005187

900003008689-7
-10/07/99-01048-008
*****70.00 *****70.00

CORPORATION(S) NAME

BGLS Inc.

<input checked="" type="checkbox"/> Profit	<input type="checkbox"/> Amendment	<input type="checkbox"/> Merger
<input type="checkbox"/> Nonprofit		
<input checked="" type="checkbox"/> Foreign	<input type="checkbox"/> Dissolution/Withdrawal	<input type="checkbox"/> Mark
	<input type="checkbox"/> Reinstatement	
<input type="checkbox"/> Limited Partnership	<input type="checkbox"/> Annual Report	<input type="checkbox"/> Other
<input type="checkbox"/> LLC	<input type="checkbox"/> Name Registration	<input type="checkbox"/> Change of RA
	<input type="checkbox"/> Fictitious Name	<input type="checkbox"/> UCC
<input type="checkbox"/> Certified Copy	<input type="checkbox"/> Photocopies	<input type="checkbox"/> CUS
<input type="checkbox"/> Call When Ready	<input type="checkbox"/> Call If Problem	<input type="checkbox"/> After 4:30
<input checked="" type="checkbox"/> Walk In	<input type="checkbox"/> Will Wait	<input checked="" type="checkbox"/> Pick Up
<input type="checkbox"/> Mail Out		

Name _____
Availability _____
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Examiner _____
Updater _____
Verifier _____
Acknowledgement _____
W.P. Verifier _____

10/07/99

FILE SECOND

FILED
STATE
SECRETARY OF CORPORATIONS
OCT 7 1999 PM 3:54

RECEIVED
OCT 7 1999 AM 11:26
STATE
SECRETARY OF CORPORATIONS
TALLAHASSEE, FLORIDA

312
10/7/99

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT
BUSINESS IN FLORIDA

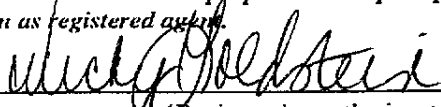
IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO
REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.

STATE OF FLORIDA
DIVISION OF CORPORATIONS
99 OCT 4 PM 3:54

1. BGLS Inc.
(Name of corporation; must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)
2. Delaware
(State or country under the law of which it is incorporated)
3. 65-0949536
(FEI number, if applicable)
4. September 15, 1999
(Date of incorporation)
5. Perpetual
(Duration: Year corp. will cease to exist or "perpetual")
6. Upon Filing
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)
7. 100 Southeast Second Street, 32nd Floor
Miami, Florida 33131
(Current mailing address)
8. ANY LAWFUL ACTIVITY for a corporation
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)
9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box NOT acceptable)
Name: CT Corporation System
Office Address: 1200 South Pine Island Road
Plantation, Florida, 33324
(Zip code)

10. Registered agent's acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, I hereby accept the appointment as registered agent and agree to act in this capacity. 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 obligations of my position as registered agent.

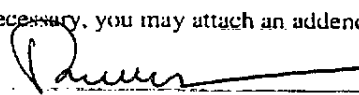


(Registered agent's signature)

VICKY GOLDSTEIN
SPECIAL ASSISTANT SECRETARY

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

12. Names and addresses of officers and/or directors: (Street address ONLY - P.O. Box NOT acceptable)

A. DIRECTORS (Street address only - P.O. Box NOT acceptable)Chairman: Bennett S. LeBowAddress: 100 Southeast Second Street, 32nd Floor, Miami, Florida 33131Director:
~~Vice Chairman~~ Robert J. Eide, Aegis Capital Corp.Address: 70 East Sunrise Highway, Suite 415, Valley Stream, NY 11581-1264Director: Jeffrey S. Podell, Aegis Capital Corp.Address: 70 East Sunrise Highway, Suite 415, Valley Stream, NY 11581-1264Director: Jean E. SharpeAddress: 462 Haines Road, Mt. Kisco, NY 10549-4220**B. OFFICERS (Street address only - P.O. Box NOT acceptable)**President: Bennett S. LeBowAddress: 100 Southeast Second Street, 32nd Floor
Miami, Florida 33131Executive
Vice President: Richard J. Lampen, Brooke Group Ltd.Address: 100 Southeast Second Street, 32nd Floor
Miami, Florida 33131VP, General Counsel
and Secretary: Marc N. Bell, Brooke Group Ltd.Address: 100 Southeast Second Street, 32nd Floor
Miami, Florida 33131VP, CFO
and Treasurer: Joselynn D. Van Siclen, Brooke Group Ltd.Address: 100 Southeast Second Street, 32nd Floor
Miami, Florida 33131**NOTE:** If necessary, you may attach an addendum to the application listing additional officers and/or directors.13. 
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)14. Richard J. Lampen, Executive Vice President

(Typed or printed name and capacity of person signing application)

DIVISION OF CORPORATIONS
99 OCT - 7 PM 3: 54
FILED STATE

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "BGLS INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE FIFTH DAY OF OCTOBER, A.D. 1988.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.

FILED
STATION
SECRETARY OF CORPORATIONS
DIVISION OF
99 OCT 17 PM 3:54



Edward J. Freel
Edward J. Freel, Secretary of State

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0009609

AUTHENTICATION:

DATE:

10-05-99