

Document Number

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CT Corporation System
660 East Jefferson Street
Tallahassee, FL 32301
Tel 850 222 1092
Fax 850 222 7615
Attn: Jeff Netherton

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

CORPORATION(S) NAME

BGLS Inc.

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

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

RECEIVED
99 OCT -7 AM 11:26
STATE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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10/7/99

STATE DEPARTMENT OF REVENUE
DIVISION OF CORPORATIONS
99 OCT 7 PM 3: 54

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.

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 3. 65-0949536
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. September 15, 1999 5. Perpetual
(Date of incorporation) (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)

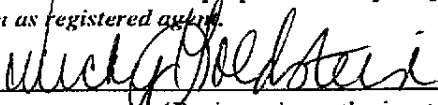
8. ANY LAWFUL ACTIVITY for a corporation
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

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)
WICKY 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. LeBow

Address: 100 Southeast Second Street, 32nd Floor, Miami, Florida 33131

Director: Robert J. Eide, Aegis Capital Corp.

Address: 70 East Sunrise Highway, Suite 415, Valley Stream, NY 11581-1264

Director: Jeffrey S. Podell, Aegis Capital Corp.

Address: 70 East Sunrise Highway, Suite 415, Valley Stream, NY 11581-1264

Director: Jean E. Sharpe

Address: 462 Haines Road, Mt. Kisco, NY 10549-4220

B. OFFICERS (Street address only - P.O. Box NOT acceptable)

President: Bennett S. LeBow

Address: 100 Southeast Second Street, 32nd Floor
Miami, Florida 33131

Executive Vice President: Richard J. Lampen, Brooke Group Ltd.

Address: 100 Southeast Second Street, 32nd Floor
Miami, Florida 33131

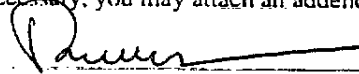
VP, General Counsel and Secretary: Marc N. Bell, Brooke Group Ltd.

Address: 100 Southeast Second Street, 32nd Floor
Miami, Florida 33131

VP, 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)

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

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 IN STATIONS
SECRETARY OF CORPORATIONS
DIVISION OF
99 OCT 17 PM 3:54



Edward J. Freel

Edward J. Freel, Secretary of State

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AUTHENTICATION:

10-05-99

DATE: