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November 18, 1998

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Department of State
Division of Corporations
P O Box 6327
Tallahassee, Florida 32314

Dear Sir/Madam:

RE:Articles of Incorporation of BMWS, Inc.

Please find enclosed the original Articles of Incorporation of BMWS, Inc. for filing with the Department of State along with one (1) copy of articles for certification by you.

You will also find enclosed a check in the amount of \$122.50 to cover the costs associated with filing, registered agent designation and providing a certified copy of articles.

Sincerely,

Samuel T. Marshall, II
PICKETT, FANELLI & MARSHALL, P.A.
Attorneys at Law

dc

98 NOV 23 AM 8:27
SOLICITOR OF STATE
TALLAHASSEE, FLORIDA

FILED

CB
11-2-98
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ARTICLES OF INCORPORATION
OF
BMWS, INC.

Notice is hereby given that the undersigned subscriber of these Articles of Incorporation desiring to form a corporation not for profit, without capital stock, under the provisions of Chapter 617, Florida Statutes does hereby accept all of the rights, privileges, benefits and obligations conferred and imposed by such law, does hereby make, subscribe, acknowledge and file these Articles of Incorporation.

ARTICLE I

Name

The name of this corporation shall be BMWS, Inc.

ARTICLE II

Duration

The corporation shall have a perpetual existence unless sooner dissolved according to law.

ARTICLE III

Corporate Purpose

The specific purposes for which the corporation is organized are:

1. To raise, receive and maintain a fund or funds of personal property and to distribute and administer the fund or funds including any income or interest generated therefrom, exclusively for education, literary, charitable, scientific and religious purposes within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provisions of any future United States Revenue Law.

2. To teach, inspire, motivate, encourage and stimulate children through athletic competition.

ARTICLE IV

Members

Any person shall be eligible for membership in this corporation upon application and approval as provided in the by-laws of the corporation.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA
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ARTICLE V

Registered Office and Agent

The initial registered office of the corporation shall be 600 West 35th Street, Riviera Beach, Florida 33404, and the mailing address of the corporation shall be 600 West 35th Street, Riviera Beach, FL. 33404. The initial registered agent of the corporation shall be Fred A. Brown, Sr.

ARTICLE VI

Directors

There shall be three (3) members of the initial Board of Directors of the Corporation. The names and addresses of the persons who are able to serve as Directors until the first annual meeting are as follows:

Fred A. Brown, Sr.
600 West 35th Street
Riviera Beach, Florida 33404

Dante G. Wright
4833 Andros Drive
West Palm Beach, Florida 33407

Samuel T. Marshall, II
1121 2nd Street
Lake Park, Florida 33403

ARTICLE VII

Elections and Appointment of Directors

Elections and appointment of directors of the corporation shall be done as provided in the by-laws of the corporation.

ARTICLE VIII

Corporate Powers

The corporation shall exercise all corporate powers as enumerated in section 617.0302, Florida Statutes. Notwithstanding any other provision of these articles, this corporation shall not carry on any activities not permitted to be carried on by a corporation exempt from Federal Income Tax under section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding of any future United States Internal Revenue Law.

ARTICLE VIII

Dedication of Assets

Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by the Circuit Court of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE X

Incorporator

The name and residence address of the subscriber of these Articles of Incorporation is:

Fred A. Brown, Sr.
600 West 35th Street
Riviera Beach, Florida 33404

IN WITNESS WHEREOF, I FRED A. BROWN, SR., have subscribed my name on this 10th day of November, 1998.

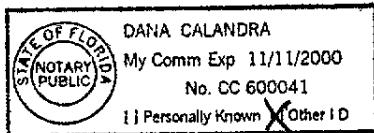
Fred A. Brown Sr.
FRED A. BROWN, SR.

STATE OF FLORIDA
COUNTY OF PALM BEACH

On this 10th day of November, 1998, before me a notary public in the State of Florida and the County of Palm Beach, personally appeared FRED A. BROWN, SR. known to me to be the person named in the foregoing instrument, who executed it, and who acknowledged such execution for the purposes contained in the instrument.

IN WITNESS WHEREOF, I sign here and set my official seal.

Dana Calandra
Notary Public State of Florida



DANA CALANDRA
Print, Type, or Stamp Name of
Notary Public

Personally Known _____ or
Type of Identification Produced
Florida Driver's License

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of sections 607.0501 or 617.0501 Florida Statues, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is: BMWS, INC.

2. The name and address of the registered agent and office is:
FRED A. BROWN, SR.

600 West 35th Street

Riviera Beach, FL. 33404

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, 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 RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

SIGNATURE

DATE 11-10-98

Fred A. Brown

98 NOV 20
TALLAHASSEE
FLORIDA
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