

P 000000 57271

WILLIAM G. MORRIS

WILLIAM G. MORRIS
ADMITTED IN FL, DC, VA

May 31, 2000

247 NORTH COLLIER BOULEVARD
SUITE 202
POST OFFICE BOX 2056
MARCO ISLAND, FL 34146-2056
TELE. (941) 642-6020
FAX (941) 642-0722

Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

Re: BMF PROPERTIES, INC.
Articles of Incorporation
Our File 00CP016

900003277489- -6
-06/06/00--01022--007
*****78.75 *****78.75

Ladies:

I am enclosing the original and one copy of Articles of Incorporation for the referenced entity. Also enclosed is a check for \$78.75 made payable to the Secretary of State to cover filing fees and designation of registered agent. Please file the Articles of Incorporation with the Division of Corporation and return a certified copy of same to me.

Please arrange for issuance of charter and return a certified copy of same to me. If any additional information is needed, please do not hesitate to contact me.

Sincerely,

William G. Morris

WGM/ksm
Enclosures

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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F. CHESLER

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ARTICLES OF INCORPORATION
of
BMF PROPERTIES, INC.
(FOR PROFIT CORPORATION)

The undersigned, acting as incorporator of a corporation under the Florida Business Corporation Act, adopts the following Articles of Incorporation for such corporation:

FIRST: The name of the corporation is BMF PROPERTIES, INC.

SECOND: The period of duration of the corporation is perpetual.

THIRD: The purpose or purposes for which the corporation is organized are to engage in any and all business authorized by the laws of the United States and the State of Florida.

FOURTH: Authorized Shares.

Number. The aggregate number of shares that the corporation shall have the authority to issue is 100 shares of Capital Stock with a par value of \$1.00 per share.

Stated capital. The sum of the par value of all shares of Capital Stock of the corporation that have been issued shall be the capital of the corporation at any particular time.

Dividends. The holders of the outstanding capital stock shall be entitled to receive, when and as declared by the Board of Directors, dividends payable either in cash, in property, or in shares of the capital stock of the corporation.

No classes of stock. The shares of the corporation are not to be divided into classes.

No shares in series. The corporation is not authorized to issue shares in series.

FIFTH: The initial address in Florida of the initial registered office of the corporation is 247 North Collier Boulevard, Suite 202, Marco Island, Florida 34145, and the name of the initial registered agent at such address is William G. Morris.

SIXTH: The principal office of the corporation, if known, or its mailing address is 1011 Swallow Avenue, #507, Marco Island, Florida 34145.

SEVENTH: The names and addresses of the persons who shall serve as directors until the first annual meeting of shareholders, or until successors shall have been elected and qualified are as follows:

Name Code	Number and Street	City	State	Zip
Beth Freeman	443 E. 88 th St. #19	New York	NY	10128
Michael Freeman	6 Liberty Drive	Highland Mills	NY	10930

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TALLAHASSEE, FLORIDA

EIGHTH: The name and address of the initial incorporators are as follows:

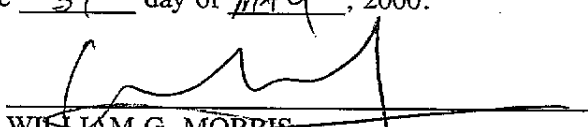
Name Code	Number and Street	City	State	Zip
William G. Morris	247 N. Collier Blvd.	Marco Island	FL	34145

NINTH: The shareholders shall have the power to adopt, amend, alter, change or repeal the articles of incorporation when proposed and approved at a stockholders meeting, with not less than a majority vote of the common stock, with the exception of Article Eleventh, which shall require unanimous vote for change.

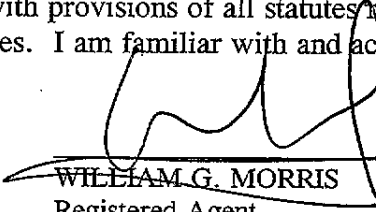
TENTH: Stock transfer restrictions may be adopted and amended by unanimous vote of the initial directors prior to issuance of stock, and thereafter by the unanimous approval of shareholders.

ELEVENTH: The holders of the common stock of this corporation shall have preemptive rights to purchase, at prices, terms and conditions that shall be fixed by the Board of Directors, such of the share of the stock of this corporation as may be issued for money from time to time, in addition to that stock authorized and issued by the corporation. The preemptive right of any stockholder is determined by the ratio of the authorized and issued shares of common stock held by the holder to all shares of common stock currently authorized and issued.

IN WITNESS WHEREOF, the undersigned has made and subscribed these articles of incorporation at Marco Island, Florida on the 31 day of MAY, 2000.


WILLIAM G. MORRIS
Incorporator

The undersigned accepts appointment as registered agent and agrees to act in that capacity. I further agree to comply with provisions of all statutes relating to the proper and complete performance of my duties. I am familiar with and accept the obligations of my position as registered agent.


WILLIAM G. MORRIS
Registered Agent

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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