

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

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BCL Holdings, Inc.

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<input checked="" type="checkbox"/>	Art of Inc. File	<div>FILED</div> <div>00 OCT -9 PM 1:11</div> <div>SECRETARY OF STATE TALLAHASSEE, FLORIDA</div>
<input type="checkbox"/>	LTD Partnership File	
<input type="checkbox"/>	Foreign Corp. File	
<input type="checkbox"/>	L.C. File	
<input type="checkbox"/>	Fictitious Name File	
<input type="checkbox"/>	Trade/Service Mark	
<input type="checkbox"/>	Merger File	
<input type="checkbox"/>	Art. of Amend. File	
<input type="checkbox"/>	RA Resignation	
<input type="checkbox"/>	Dissolution / Withdrawal	
<input type="checkbox"/>	Annual Report / Reinstatement	<div>RECEIVED</div> <div>00 OCT -9 AM 10:59</div> <div>DIVISION OF CORPORATIONS</div>
<input checked="" type="checkbox"/>	Cert. Copy <u>X 6</u>	
<input type="checkbox"/>	Photo Copy	
<input checked="" type="checkbox"/>	Certificate of Good Standing	
<input type="checkbox"/>	Certificate of Status	
<input type="checkbox"/>	Certificate of Fictitious Name	
<input type="checkbox"/>	Corp Record Search	
<input type="checkbox"/>	Officer Search	
<input type="checkbox"/>	Fictitious Search	
<input type="checkbox"/>	Fictitious Owner Search	
<input type="checkbox"/>	Vehicle Search	
<input type="checkbox"/>	Driving Record	
<input type="checkbox"/>	UCC 1 or 3 File	
<input type="checkbox"/>	UCC 11 Search	
<input type="checkbox"/>	UCC 11 Retrieval	
<input type="checkbox"/>	Courier	

Signature

Requested by:

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Name Date Time

Walk-In Will Pick Up

T. SMITH OCT 09 2000

ARTICLE OF INCORPORATION

OF

BCL HOLDINGS, INC.

The undersigned as incorporator forms a corporation within the meaning of the applicable provisions of Florida Statutes, Chapter 607.

ARTICLE I: The name of this corporation is:

BCL HOLDINGS, INC.

ARTICLE II: The principal place of business/mailling address is:

**442 West Kennedy Boulevard, Suite 200
Tampa, FL 33606**

ARTICLE III: **CAPITAL STOCK**

This corporation is authorized to issue 100,000,000 shares of \$0.00 par value common stock.

This corporation is also authorized to issue 20,000,000 shares of preferred stock, which shall be identical in all respects and have equal rights and privileges, except as follows:

A. 5,000,000 shares of non-voting Class A Preferred Stock, with par value of \$15.00 per share, and such other preferences, limitations and relative rights as may be determined by the Board of Directors pursuant to Section 607.0602 of the Florida Statutes.

B. 5,000,000 shares of voting Class B Preferred Stock, with a par value of \$10.00, and such other preferences, limitations and relative rights as may be determined by the Board of Directors pursuant to Section 607.0602 of the Florida Statutes.

C. 5,000,000 shares of non-voting Class C Preferred Stock, with par value of \$5.00 per share, and such other preferences, limitations and relative rights as may be determined by the Board of Directors pursuant to Section 607.0602 of the Florida Statutes

D. 5,000,000 shares of voting Class D Preferred Stock, with par value of \$5.00 per share, and such other preferences, limitations and relative rights as may be determined by the Board of Directors pursuant to Section 607.0602 of the Florida Statutes

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TALLAHASSEE, FLORIDA

ARTICLE IV: PURPOSE

The purpose for which this corporation is organized is for any lawful purpose.

ARTICLE V: The name and Florida street address of the registered agent is:

**TODD F. WALKER
442 West Kennedy Boulevard, Suite 200
Tampa, FL 33606**

ARTICLE VI: The name and address of the Incorporator is:

**TODD F. WALKER
442 West Kennedy Boulevard, Suite 200
Tampa, FL 33606**

ARTICLE VII: EFFECTIVE DATE OF ARTICLES

These Articles shall be effective on the 3rd day of October, 2000.

IN WITNESS WHEREOF, the undersigned, as incorporator, has hereunto set the undersigned hand and seal this 4th day of October, 2000, for the purpose of organizing this corporation under the laws of the State of Florida.



TODD F. WALKER

ACKNOWLEDGMENT

Having been named to accept service of process for the above-stated corporation, at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.



TODD F. WALKER

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