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ACCOUNT NO. : 072100000032

REFERENCE : 894555 7159131

AUTHORIZATION :

COST LIMIT : \$ PPD

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 NOV 13 AM 11:27

ORDER DATE : November 10, 2000

ORDER TIME : 11:10 AM

ORDER NO. : 894555-005

CUSTOMER NO: 7159131

CUSTOMER: Irving Shimoff, Esq
Irving Shimoff, Esq.

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-11/13/00--01020--003
*****78.75 *****78.75

Suite 3920
100 Southeast 2nd St.
Miami, FL 33131

DOMESTIC FILING

NAME: BAPET PROPERTIES, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP
 ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Janna Wilson - EXT. 1155

EXAMINER'S INITIALS:

RECEIVED
00 NOV 13 AM 8:59
SECRETARY OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

11/13/00

ARTICLES OF INCORPORATION
OF

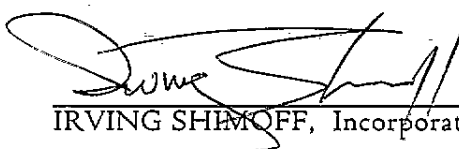
BAPET PROPERTIES, INC.

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The undersigned incorporator for purposes of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation:

- FIRST: The name of the Corporation is BAPET PROPERTIES, INC. (the "Corporation").
- SECOND: The street address of the initial principal office and mailing address of the Corporation is c/o Irving Shimoff, 100 S.E. 2nd Street, Suite 3920, Miami, Florida 33131.
- THIRD: The Corporation is authorized to issue 7,500 shares of common stock, par value \$1.00 per share.
- FOURTH: The street address of the initial registered office of the Corporation is 100 S.E. 2nd Street, Suite 3920, Miami, Florida 33131, and the registered agent at that address is Irving Shimoff.
- FIFTH: The name and address of the incorporator of the Corporation is Irving Shimoff, 100 S.E. 2nd Street, Suite 3920, Miami, Florida 33131
- SIXTH: The Corporation is organized for the purpose of transacting any and all lawful activities or business for which corporations may be formed under Chapter 607 of the Florida Statutes.
- SEVENTH: The Corporation expressly elects not to be governed by Section 607.0901 of the Florida Business Corporation Act, as amended from time to time, relating to affiliated transactions.
- EIGHTH: The Corporation expressly elects not to be governed by Section 607.0902 of the Florida Business Corporation Act, as amended from time to time, relating to control share acquisitions.
- NINTH: The corporate existence of the Corporation shall commence upon the filing of these Articles of Incorporation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 9TH day of November, 2000.


IRVING SHIMOFF, Incorporator

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00 NOV 13 AM 11:27

ARTICLES OF APPOINTMENT
OF
REGISTERED AGENT

I hereby accept the appointment as Registered Agent contained in the foregoing Articles of Incorporation and state that I am familiar with and accept the obligations of Section 607.0505 of the Florida Business Corporation Act.


IRVING SHIMOFF