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Florida Department of State
Division of Corporations
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To:
Division of Corporations
Fax Number : (850)205-0381

From:
Account Name : EMPIRE CORPORATE KIT COMPANY
Account Number : 072450003255
Phone : (305) 634-3694
Fax Number : (305) 633-9696

FLORIDA PROFIT CORPORATION OR P.A.

BW CAPITAL, INC.

Certificate of Status	0
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TALLAHASSEE, FLORIDA

B. McKnight MAY 08 2001

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ARTICLES OF INCORPORATION
OF
BW CAPITAL, INC.

These Articles are in compliance with Chapter 607, F.S.

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ARTICLE I

The name of this corporation shall be: BW CAPITAL, INC.

ARTICLE II

This corporation shall commence existence upon the date of filing with the Division of Corporations, State of Florida, and shall have perpetual existence.

ARTICLE III

The principal place of business and mailing address of this corporation shall be:

2601 South Bayshore Drive
Suite 1275
Coconut Grove, Florida 33133

ARTICLE IV

The general nature of business of this corporation is to transact any and all lawful business.

ARTICLE V

The aggregate number of shares which this corporation shall have authority to issue are 100 shares having an individual par value of \$1.00

Unless otherwise stated in these Articles, or in an amendment to these Articles, there shall be only one (1) class of stock of this corporation.

ARTICLE VI

The name and street address of the initial Registered Agent of this corporation shall be:

NEIL BAYER, ESQUIRE
c/o SARNOFF & BAYER
3197 Virginia Street
Coconut Grove, Florida 33133

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ARTICLE VII

The initial Board of Directors shall consist of a total of two (2) persons and the names and addresses of the persons who are to serve as the initial Directors are:

LYNN WIENER
2601 South Bayshore Drive
Suite 1275
Coconut Grove, Florida 33133


CAROLYN BLOCK ELLERT
1760 NE First Street
Fort Lauderdale, Florida 33301

ARTICLE VIII

The name and address of the Incorporator executing these Articles of Incorporation is:

NEIL BAYER
3197 Virginia Street
Coconut Grove, Florida 33133

The undersigned has executed these Articles of Incorporation this 30th day of April, 2001


NEIL BAYER, Incorporator

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CERTIFICATE OF DESIGNATION

REGISTERED AGENT/REGISTERED OFFICE

Having been named as Registered Agent and to accept service of process for the above stated Corporation at the place designated in the Articles of Incorporation, 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.



NEIL BAYER, ESQUIRE
Registered Agent

c/o SARNOFF & BAYER
3197 Virginia Street
Coconut Grove, Florida 33133
305-441-5966 - Telephone
305-441-5977 - Facsimile

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3