

P01000059690
KEELEY, HAYES, DUDLEY, GARRETT & MAHLE

A Partnership Of Professional Associations
ATTORNEYS AT LAW
PENINSULA PLAZA, SUITE 314
2424 NORTH FEDERAL HIGHWAY
BOCA RATON, FLORIDA 33431-7781

JOSEPH F. KEELEY, P.A.
JAMES B. HAYES, P.A.
EVERETT H. DUDLEY, JR., P.A.*
EUGENE S. GARRETT, P.A.
STEPHEN MAHLE, P.A.
STACEY L. BURNSTON, P.A. **
JENNIFER A. GEORGE

BOCA RATON (561) 392-4300
BROWARD (954) 421-0222
FAX (561) 392-4409

RUSLEY C. MEEKER (1931 - 1995)

** Member of Florida, New York
and New Jersey Bars

*Member of Florida and Massachusetts Bar

June 6, 2001

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

100004417571--8
-06/13/01--01051--013
****122.50 *****78.75

Re: BD FINANCE, INC.

To Whom It May Concern:

Enclosed please find the Articles of Incorporation in connection with the above referenced and a check in the amount of \$122.50 representing the filing fee.

If you have any questions regarding the above please contact our office.

Yours Truly,



James B. Hayes

Enclosures

FILED
01 JUN 13 AM 9:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

G. BLALOCK JUN 15 2001

ARTICLES OF INCORPORATION
OF
BD FINANCE, INC.

FILED

01 JUN 13 AM 9:58

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Article 1 - Name

The name of this corporation is BD FINANCE, INC.

Article 2 - Duration

This corporation shall exist perpetually commencing on the date of the filing of these Articles of Incorporation with the Department of State.

Article 3 - Purpose

This corporation is organized for the purpose of transacting any or all lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes.

Article 4 - Capital Stock

This corporation is authorized to issue One Thousand (1,000) shares of One Dollar (\$1.00) par value common stock which shall be designated "Common Shares."

Article 5 - Initial Registered Office and Agent

The street address of the initial registered office of this corporation is:

BD FINANCE, INC.
2424 North Federal Highway
Suite 314
Boca Raton, Florida 33431

and the name of the initial registered agent of this corporation at that address is: ROLF BAUCHOWITZ

Article 6 - Principal Office and Mailing Address

The principal office of this corporation is:

2424 North Federal Highway
Suite 314
Boca Raton, Florida 33431

The mailing address of this corporation

2424 North Federal Highway
Suite 314
Boca Raton, Florida 33431

Article 7 - Management of Corporation by Shareholders

All corporate powers shall be exercised by or under the authority of the business and affairs of this corporation shall be managed under the direction of the shareholders of this corporation.

Article 8 - Incorporator

The name and address of the person signing these articles is:

ROLF BAUCHOWITZ
2424 North Federal Highway
Suite 314
Boca Raton, Florida 33431

Article 9 - Powers

This corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act.

Article 10 - Indemnification

The corporation shall indemnify any officer, or any former officer to the full extent permitted by law.

Article 11 - Amendment

This corporation reserves the right to amend or repeal any provisions contained in theses articles of incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

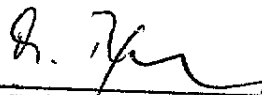
IN WITNESS WHEREOF, the undersigned subscriber has executed these articles of incorporation this 28 th day of May, 2001.


ROLF BAUCHOWITZ

COUNTRY OF GERMANY

Before me, a notary public authorized to take acknowledgments in the state and county set forth above, personally appeared ROLF BAUCHOWITZ, who is personally known to me ~~or who~~ produces _____ /as identification/ who executed and acknowledged before me that said person executed the foregoing articles of incorporation and who did take an oath.

IN WITNESS WHEREOF, I have hereunto set my hand and seal in the state and county aforesaid this 28 th day of May, 2001.


Notary Public

~~/My Commission Expires/~~

Nr. -368- der Urkundenrolle für 2001

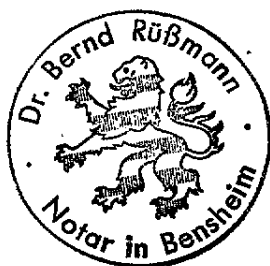
Der Notar fragt nach einer Vorbefassung i.S. von § 3 Abs. 1 Nr. 7 BeurkG.
Sie wurde von dem Beteiligten verneint.

Die vorstehende, vor mir eigenhändig vollzogene Namensunterschrift des
mir zur Person bekannten

Herr Rolf Bauchowitz, geb. am 12.11.1944,
Dienstanschrift: 2424 North Federal Highway,
Suite 314, Boca Raton, Florida 33431,

beglaubige ich.

Bensheim, 28. Mai 2001




Notar

Kostenberechnung

§§ 141, 154 KostO.

Geschäftswert: DM	50.000,-	
Gebühr §§ 32, 38 III, 45	DM	40,-
Zusatzgeb. §§ 58, 59	DM	
	DM	
Schreibgeb. §§ 136, 152	DM	2,-
Auslagen §§ 137, 152	DM	3,-
	DM	45,-
Umsatzsteuer (MWS) 16%	DM	7,20
	DM	
Zus.	DM	52,20

ACCEPTANCE BY REGISTERED AGENT OF

Having been named to accept service of process for the above stated corporation at the place designated, I hereby accept to act in this capacity and agree to comply with the provisions of chapter 48.091, Florida Statutes, relative to keeping open said office.

Rolf Bauchowitz
ROLF BAUCHOWITZ

Sworn to and subscribed before me this 28 th day of May, 2001.

H. J. [Signature]
Notary Public

FILED
01 JUN 13 AM 9:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

~~My Commission Expires:~~

Nr. - 369- der Urkundenrolle für 2001

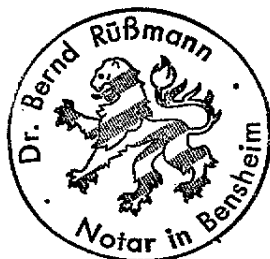
Der Notar fragt nach einer Vorbefassung i.S. von § 3 Abs. 1 Nr. 7 BeurkG.
Sie wurde von dem Beteiligten verneint.

Die vorstehende, vor mir eigenhändig vollzogene Namensunterschrift des
mir zur Person bekannten

Herrn Rolf Bauchowitz, geb. am 12.11.1944,
Dienstanschrift: 2424 North Federal Highway,
Suite 314, Boca Raton, Florida 33431,

beglaubige ich.

Bensheim, 28. Mai 2001



H. J. [Signature]
Notar

Kostenberechnung

§§ 141, 154 KostO.

Geschäftswert: DM	50.000,-
Gebühr §§ 32, 38 II 1, 3, 45 DM	40,-
Zusatzgeb. §§ 58, 59	DM
	DM
	DM
Schreibgeb. §§ 136, 152	DM
Auslagen §§ 137, 152	DM
	DM
Umsatzsteuer (MWSt) 16%	DM
	DM
Zus. DM	52,20