

# PO2000106146

CT CORPORATION SYSTEM

CORPORATION(S) NAME

1) BFD Capital Florida, Inc.

FILED  
02 SEP 30 PM 1:15  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

RECEIVED  
02 SEP 30 PM 2:30

<input checked="" type="checkbox"/> Profit	<input type="checkbox"/> Amendment	<input type="checkbox"/> Merger
<input type="checkbox"/> Nonprofit		
<input type="checkbox"/> Foreign	<input type="checkbox"/> Dissolution/Withdrawal	<input type="checkbox"/> Mark
	<input type="checkbox"/> Reinstatement	
<input type="checkbox"/> Limited Partnership	<input type="checkbox"/> Annual Report	<input type="checkbox"/> Other
<input type="checkbox"/> LLC	<input type="checkbox"/> Name Registration	<input type="checkbox"/> Change of RA
	<input type="checkbox"/> Fictitious Name	<input type="checkbox"/> UCC
<input type="checkbox"/> Certified Copy	<input type="checkbox"/> Photocopies	<input type="checkbox"/> CUS
<input type="checkbox"/> Call When Ready	<input type="checkbox"/> Call If Problem	<input type="checkbox"/> After 4:30
<input checked="" type="checkbox"/> Walk In	<input type="checkbox"/> Will Wait	<input checked="" type="checkbox"/> Pick Up
<input type="checkbox"/> Mail Out		

Name \_\_\_\_\_  
Availability \_\_\_\_\_  
Document \_\_\_\_\_  
Examiner \_\_\_\_\_  
Updater \_\_\_\_\_  
Verifier \_\_\_\_\_  
W.P. Verifier \_\_\_\_\_

9/30/02

KF

**File First!!**

Order#: 5618342

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Ref#: \*\*\*\*\*70.00 \*\*\*\*\*70.00

Amount: \$ \_\_\_\_\_

660 East Jefferson Street  
Tallahassee, FL 32301  
Tel. 850 222 1092  
Fax 850 222 7615

A CCH LEGAL INFORMATION SERVICES COMPANY

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FLORIDA DEPARTMENT OF STATE

Jim Smith  
Secretary of State

October 1, 2002

CT CORPORATION

SUBJECT: BFD CAPITAL FLORIDA, INC.  
Ref. Number: W02000028378

We have received your document for BFD CAPITAL FLORIDA, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

A corporation may not serve as its own registered agent. Please designate an individual or another active entity filed or registered with this office, having a Florida street address.

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as Registered Agent.")

The registered agent must sign accepting the designation.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6067.

Neysa Culligan  
Document Specialist  
New Filing Section

Letter Number: 902A00055270

RECEIVED  
09 OCT -2 PM 11:21

*Please back date  
to 9/30/02*

**ARTICLES OF INCORPORATION**

**OF**

**BFD CAPITAL FLORIDA, INC.**

**FILED**

**02 SEP 30 PM 1:15**

**SECRETARY OF STATE  
TALLAHASSEE, FLORIDA**

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Under Section 607.0202 of the Business Organizations Law of the State of Florida

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**FIRST:** The name of the corporation is BFD Capital Florida, Inc..

**SECOND:** The address of the Corporation's principal office and mailing address is 2474 Players Court, Wellington, Florida 33414.

**THIRD:** The address of the Corporation's registered office in the State of Florida is 2474 Players Court, Wellington, Florida 33414. The name of its registered agent at such address is David Behr.

**FOURTH:** The purpose for which the Corporation is organized is to engage in any lawful act or activity for which corporations may be organized under the Business Organizations Law of the State of Florida.

**FIFTH:** The Corporation shall have authority to issue a total of Three Thousand (3,000) shares of common stock, par value \$.001 per share.

**SIXTH:** The name and mailing address of the sole incorporator are: David Behr, Salans, 620 Fifth Avenue, New York, New York 10020.

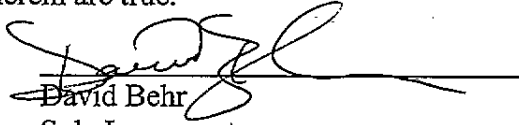
**SEVENTH:** In furtherance and not in limitation of the powers conferred by statute, the Board of Directors of the Corporation is authorized to adopt, amend or repeal the By-Laws of the Corporation.

**EIGHTH:** Election of directors of the Corporation need not be by ballot unless the By-Laws so require.

**NINTH:** To the fullest extent that the Business Organizations Law of the State of Florida as it exists on the date hereof or as it may hereafter be amended permits the limitation or elimination of the liability of directors, no director of the Corporation shall be liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director. No amendment to this Articles of Incorporation, directly or indirectly by merger, consolidation or otherwise, having the effect of amending or repealing any of the provisions of this ARTICLE NINTH shall apply to, or have any effect on the liability or alleged liability of, any director of the Corporation for or with respect to any acts or omissions of such director occurring prior to such amendment or repeal, unless such amendment shall have the effect of further limiting or eliminating such liability.

TENTH: The Corporation reserves the right to amend, alter or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter prescribed by statute, and all rights of stockholders herein are subject to this reservation.

THE UNDERSIGNED, being the sole incorporator named above, for the purpose of forming a corporation pursuant to the Business Organizations Law of the State of Florida, has signed these Articles of Incorporation on September 27, 2002 and hereby acknowledges that it is his act and deed and that the facts stated herein are true.

  
David Behr  
Sole Incorporator  
Salans  
620 Fifth Avenue  
New York, New York 10020

**ACCEPTANCE OF REGISTERED AGENT**

**FOR**

**BFD CAPITAL FLORIDA, INC.**

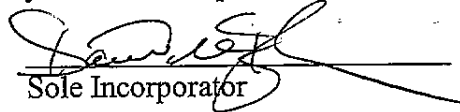
Having been named as registered agent to accept service of process for the above-stated corporation, at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

Dated: September 30, 2002



Name: David Behr

Acknowledge and agreed to by the sole incorporator:



Sole Incorporator

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02 SEP 30 PM 1:15  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA