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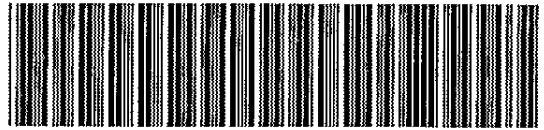
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TALLAHASSEE FLORIDA
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LAW OFFICES
IVAN A. GOMEZ. P.A.

COURVOISIER CENTRE II
601 BRICKELL KEY DRIVE • SUITE 507
MIAMI, FLORIDA 33131-2623
(305) 371-9213
TELECOPIER (305) 358-4658

IVAN A. GOMEZ
BOARD CERTIFIED TAX ATTORNEY

November 1, 2002

AIRBORNE EXPRESS # 2545149320

Corporate Records Bureau
Division of Corporations
Department of State
P. O. Box 6327
Tallahassee, FL 32314

Re: B.T. Management, Inc.

Dear Sir/Madam:

We are enclosing herewith an original and one copy of the Articles of Incorporation for the above-referenced Corporation. In addition, a check in the sum of \$78.75 is enclosed for the following fees:

Filing fee	\$35.00
Certified Copy	\$ 8.75
Registered Agent fee	\$35.00

Please file the original of the enclosed Articles of Incorporation and return a certified copy to the attention of the undersigned.

In order to expedite the delivery of this certified copy to me, we have enclosed a Airborne Express return envelope.

Your prompt attention to this matter is appreciated.

Very truly yours,


Ivan A. Gomez

IAG/ys
CAWPD0CS\B.T Management, Inc\Filing.Corp.L.wpd
Encl.

cc. Mr. Samuel R. Mazer
Mr. Bill Bloom

**ARTICLES OF INCORPORATION
OF**

**B.T. MANAGEMENT, INC.
a Florida Corporation**

The undersigned, acting as Incorporator of a Florida corporation ("Corporation"), under the Florida Business Corporation Act, Chapter 607 of the Florida Statutes, hereby adopts the following Articles of Incorporation for such Corporation:

ARTICLE I

NAME

The name of the Corporation is B.T. MANAGEMENT, INC.

ARTICLE II

OFFICE AND MAILING ADDRESS

The initial principal office of the Corporation is located at corporate 3000 Le Bateau Drive, Palm Springs Gardens, Fl. 33410, corporate address of office, and the mailing address of the Corporation is c/o Ivan A. Gomez, P.A., 601 Brickell Key Drive, Suite 507, Miami, Florida 33131.

ARTICLE III

DURATION

The Corporation shall have perpetual existence.

ARTICLE IV

PURPOSE

The Corporation is organized for the purpose of transacting any and all lawful business for which corporations may be incorporated under the laws of the State of Florida.

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TALLAHASSEE FLORIDA

ARTICLE V
CAPITAL STOCK

The Corporation is authorized to issue 100,000 shares of One Dollar (\$1.00) par value Common Stock.

ARTICLE VI
INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Corporation is 601 Brickell Key Drive, Suite 507, Miami, Florida 33131, and the name of the initial Registered Agent of the Corporation at that address is IAG CORPORATE SERVICES, INC.

ARTICLE VI
INITIAL BOARD OF DIRECTORS

The Corporation shall initially have two (2) directors to hold office until the first annual meeting of shareholders and their successors shall have been duly elected and qualified, or until their earlier resignation, removal from office or death. The number of directors may be either increased or decreased from time to time in accordance with the Bylaws of the Corporation, but shall never be fewer than one (1). The names and address of the initial directors of the Corporation are:

<u>Name</u>	<u>Address</u>
Samuel R. Mazer	3000 Le Bateau Drive Palm Springs Gardens, Florida 33410
Thelma Mazer	3000 Le Bateau Drive Palm Springs Gardens, Florida 33410

ARTICLE VII
INCORPORATOR

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

Name
Samuel R. Mazer

Address
3000 Le Bateau Drive
Palm Springs Gardens, Florida 33410

ARTICLE VII
AMENDMENTS

The power to amend these Articles of Incorporation in accordance with law is reserved to the shareholders. Any right conferred upon any shareholder by these Articles of Incorporation is subject to this reservation.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation on this 30 day of OCTOBER, 2002.

By: Samuel R. Mazer
Samuel R. Mazer
Incorporator

ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

The undersigned hereby accepts the appointment as the initial Registered Agent of B.T. MANAGEMENT, INC., as made in the foregoing Articles of Incorporation.

IAG CORPORATE SERVICES, INC.

Date: _____

By: Ivan A. Gomez
Ivan A. Gomez, President

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