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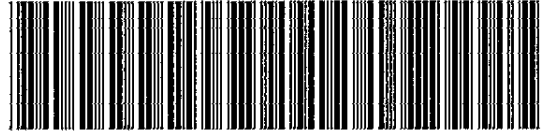
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ACCOUNT NO. : 072100000032

REFERENCE : 827837 10463A

AUTHORIZATION :

*Patricia Pajot*

COST LIMIT : \$ 78.75

ORDER DATE : November 20, 2002

ORDER TIME : 11:37 AM

ORDER NO. : 827837-005

CUSTOMER NO: 10463A

CUSTOMER: Irene M. Humphreys, Legal Asst  
Cohen Norris Scherer  
Weinberger & Wolmer  
Suite 400  
712 U.S. Highway 1  
North Palm Bch, FL 33408-7146

DOMESTIC FILING

NAME: ~~BHA~~-KU, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY

CONTACT PERSON: Angie Glisar - EXT. 1124

EXAMINER'S INITIALS: \_\_\_\_\_

ARTICLES OF INCORPORATION  
OF  
BHA-KU, INC.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

THE UNDERSIGNED, acting as incorporator of a corporation under the Florida Business Corporation Act, F.S. Chapter 607, adopts the following Articles of Incorporation for such corporation:

ARTICLE I - NAME

The name of this corporation is BHA-KU, Inc.

ARTICLE II - PRINCIPAL ADDRESS

P.O Box 227921  
Miami, FL 33122-7921

and the mailing address of the corporation shall be the same.

ARTICLE III - COMMENCEMENT

This Corporation shall commence on the date of filing of these Articles.

ARTICLE IV - PURPOSE

This Corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE V - CAPITAL STOCK

This Corporation is authorized to issue 7,500 shares of \$1.00, par value, common voting stock. Fully-paid stock of this Corporation shall not be liable to any further call or assessment. The sum of the par value of all shares of capital stock of the Corporation that have been issued shall be the stated capital of the Corporation at any particular time. To the extent consideration in excess of the par value of such shares, if any, is received for such shares, such excess consideration shall constitute capital surplus.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is 712 US Highway One, Ste. 400, North Palm Beach, Florida 33408 and the name and address of the initial registered agent is Brent G. Wolmer, Esquire, 712 US Highway One, Ste. 400, North Palm Beach, FL 33408.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors. The number of Directors shall be established by the Bylaws and may be either increased or diminished from time to time as provided in the Bylaws.

ARTICLE VIII - INCORPORATOR

The name and address of the person signing these Articles is:  
Brent G. Wolmer  
712 U.S. Highway One, Suite 400  
North Palm Beach, Florida 33408

ARTICLE IX - BYLAWS

The power to adopt, alter, amend or repeal Bylaws shall be vested in the Board of Directors.

ARTICLE X - INDEMNIFICATION

Subject to the qualifications contained in Section 607.0850, Florida Statutes, the Corporation shall indemnify its Officers and Directors and former Officers and Directors against expenses (including attorneys fees), judgments, fines and amounts paid in settlement arising out of his or her services as an Officer or Director of the Corporation.

#### ARTICLE XI - AMENDMENT

These Articles of Incorporation may be amended, altered, changed, or repealed by the affirmative vote of a majority of the stock issued and outstanding, at a Shareholders' meeting called for that purpose.

#### ARTICLE XII - PREEMPTIVE RIGHTS

Shareholders of the Corporation shall have pre-emptive rights to acquire their pro rata share of stock of the Corporation for all issues of any class of stock of the Corporation, no matter when authorized, and for whatever consideration is contemplated to be received by the Corporation, including but not limited to cash, other property, services, the acquisition of other corporations' shares or property through merger or the extinguishment of debts. Pre-emptive rights shall also apply to the reissuance of all redeemed or otherwise acquired shares, including the reissuance of treasury shares.

This Article XII pertaining to pre-emptive rights may not be amended or deleted without the unanimous vote of the Shareholders of each affected class, and no issuance of stock of the Corporation shall take place unless the price at which the stock is to be issued shall be approved by a majority of the Shareholders of the Corporation.

#### ARTICLE XIII - COMMON DIRECTORS TRANSACTIONS BETWEEN CORPORATIONS

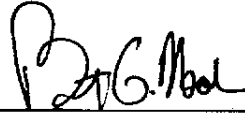
No contract or other transaction between this Corporation and one or more of its Directors or any other corporation, firm, association or entity in which one or more of its Directors are directors or officers or are financially interested, shall either be void or voidable because of such relationship or interest, if: (a) the fact such relationship or interest is disclosed or known to the Board of Directors or committee which authorizes, approves or ratifies the contractor transaction by vote or consent sufficient for the purpose without counting the votes or consents of such interested Director; or (b) the fact of such relationship or interest is disclosed or known to the Shareholders entitled to vote and they authorize, approve or ratify such contract or transaction by vote or written consent; or (c) the contract is fair and reasonable to the Corporation.

Common or interested Directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or committee thereof which authorizes, approves or ratifies such contract or transaction.

ARTICLE IX - TERMS OF EXISTENCE

This Corporation is to exist perpetually.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 19 day of November, 2002.

A handwritten signature in dark ink, appearing to read "Brent G. Wolmer", is written over a horizontal line.

Brent G. Wolmer, Incorporator

. . . .

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE  
SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM  
PROCESS MAY BE SERVED


The following is submitted pursuant to 607.0501, Florida Statutes:

BHA-KU, Inc., desiring to organize under the laws of the State of Florida, being in the County of Miami-Dade at 10400 N.W. 33<sup>rd</sup> Street, Suite 120, Miami, Florida 33172, has named BRENT G. WOLMER, ESQUIRE located at 712 US Highway One, Ste. 400, North Palm Beach, Florida 33408, as its initial Registered Agent to accept service of process within this State.

ACKNOWLEDGMENT:

Having been named as registered agent and to accept service of process for the above stated Corporation, at the initial registered office of the Corporation in this State as designated in this certificate, 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.

DATED this 19 day of November, 2002.

  
BRENT G. WOLMER

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TALLAHASSEE, FLORIDA