

PO 3000018096

(Requestor's Name)

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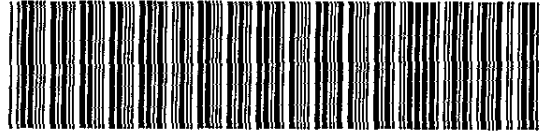
(Business Entity Name)

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EXPIRATION DATE
2-10-03

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~~203-3390~~
P2 71768

MURRAH, DOYLE AND WIGLE, P.A.

ATTORNEYS AND COUNSELLORS AT LAW
MORSE BOULEVARD PROFESSIONAL CENTER
800 WEST MORSE BOULEVARD
WINTER PARK, FLORIDA 32789

February 10, 2003

KENNETH F. MURRAH
PATRICK W. DOYLE
BRUCE M. WIGLE, III

MAILING ADDRESS
POST OFFICE BOX 1328
WINTER PARK, FLORIDA 32790
TELEPHONE (407) 644-9801
FAX (407) 644-0820

Division of Corporations
Department of State
409 E. Gaines Street
Tallahassee, FL 32399

Attn: Freida Chesser Corporate Records Bureau

Re: BDN Ventures Inc.

Dear Ms. Chesser

Per your letter No. 903A00007716, I have changed the name of BDN Investments, Inc. to BDN Ventures because the name was not available. I enclose an original and an exact or conformed copy of the Articles of this proposed corporation with the different name.

The second copy is for certification purposes. Please send the original Certificate of Incorporation together with a certified copy of the Articles of Incorporation.

Very truly yours,


PATRICK W. DOYLE

PWD/smb
encs

c: Mr. Ramon Hernandez



FLORIDA DEPARTMENT OF STATE
Ken Detzner
Secretary of State

February 5, 2003

PATRICK W DOYLE ESQUIRE
MURRAH DOYLE ET AL
800 W MORSE BLVD
WINTER PARK, FL 32789

SUBJECT: BDN ENTERPRISES, INC.
Ref. Number: W03000003390

We have received your document for BDN ENTERPRISES, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

Adding "of Florida" or "Florida" to the end of a name is not acceptable.

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) 245-6904.

Freida Chesser
Corporate Specialist
New Filings Section

Letter Number: 903A00007716

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

BDN VENTURES, INC.

ARTICLE 1 - Name

The name of the corporation is BDN Ventures, Inc.

ARTICLE 2 - Address

The street address of the initial principal office of the corporation is 117 West Underwood St., Orlando, FL 32806. The mailing address of the corporation is the same.

ARTICLE 3 - Shares

This corporation is authorized to issue 1,000 shares of \$1.00 par value common shares. All issued shares must be represented by certificates.

ARTICLE 4 - Preemptive Rights

Each shareholder, upon the sale for money of any new shares of this corporation of the same class or series as that which the shareholder already holds, shall have the right to purchase a pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE 5 - Initial Registered Office and Agent

The street address of the corporation's initial registered office is 800 W. Morse Blvd., Ste. 1, Winter Park, FL 32789 and the name of the initial registered agent at that office is Patrick W. Doyle. The written acceptance by the registered agent is attached.

ARTICLE 6 - Incorporator

The name and address of each incorporator is:

Patrick W. Doyle 800 W. Morse Blvd., Ste. 1, Winter Park, FL 32789

ARTICLE 7 - Initial Board of Directors

The names and addresses of the individuals who are to serve as the initial directors are:

Boris D. Nunez 117 West Underwood St., Orlando, FL 32806

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ARTICLE 8 - Indemnification

The corporation shall indemnify any Officer or Director or any former Officer or Director to the full extent permitted by law.

ARTICLE 9 - Amendment

The corporation has the right to amend these Articles of Incorporation at any time to add or change a provision that is required by law or permitted in these Articles or to delete a provision not required by law to be in these Articles.

ARTICLE 10 - Bylaws

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors or in the Shareholders, but any bylaw adopted by the Shareholders may not be altered, amended, or repealed by the Board of Directors.

ARTICLE 11 - Date of Commencement of Corporate Existence

Corporate existence begins on the date of signing of the Articles of Incorporation by the incorporator provided the Articles are filed by the Department of State within five (5) business days after such date; otherwise, the date of corporate existence shall begin on the date the Articles are filed by the Department of State.

The undersigned incorporator executed these Articles of Incorporation this 12th day of February, 2003.



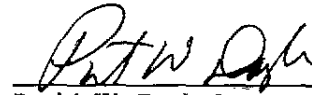
Patrick W. Doyle, Incorporator

NOTICE OF REGISTERED OFFICE AND REGISTERED AGENT

In compliance with Sections 48.091 and 607.0501, Florida Statutes, the following is submitted: BDN Enterprises, Inc., desiring to organize and qualify under the laws of the State of Florida hereby designates:

Registered Office: 800 W. Morse Blvd., Ste. 1, Winter Park, FL 32789

Registered Agent: Patrick W. Doyle



Patrick W. Doyle, Incorporator

February 16, 2003

DATED:

**STATEMENT OF
ACCEPTANCE OF REGISTERED AGENT**

The undersigned hereby accepts the designation as Registered Agent of the above corporation and agrees to comply with the provisions of the Florida Statutes relative to my capacity as Registered Agent. The undersigned is familiar with, and accepts, the obligation of that position as provided for in Section 607.0505, Florida Statutes.


Patrick W. Doyle
REGISTERED AGENT
DATED: February 16, 2003

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