

AUG 1 2003 10:32AM

NO. 019 P. 1/5

AUG 1 2003 11:24AM GREENBERG TRAUIG

NO. 241 EP. 2/5f2

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Florida Department of State  
Division of Corporations  
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To:  
Division of Corporations  
Fax Number : (850) 205-0381

From:  
Account Name : GREENBERG TRAUIG (ORLANDO)  
Account Number : 103731001374  
Phone : (407) 418-2438  
Fax Number : (407) 420-5909

**FLORIDA PROFIT CORPORATION OR P.A.**

**BPL Holdings Corp.**

Certificate of Status	0
Certified Copy	0
Page Count	03
Estimated Charge	\$70.00

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03 AUG -1 AM 11:34

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS

**ARTICLES OF INCORPORATION  
OF  
BPL HOLDINGS CORP.**

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The undersigned, being a natural person of legal age, does hereby desire to form a corporation under the laws of the State of Florida and does hereby adopt the following Articles of Incorporation.

**ARTICLE I - NAME**

The name of this corporation is **BPL Holdings Corp.**

**ARTICLE II - INITIAL PRINCIPAL OFFICE AND MAILING ADDRESS**

The street address of the initial principal place of business and mailing address of the corporation is One North Clematis Street, Suite 510, West Palm Beach, Florida 33401-5523.

**ARTICLE III - AUTHORIZED SHARES**

The maximum number of shares of stock that the corporation is authorized to issue is 1,000 shares of common stock having a par value of \$.01 per share.

**ARTICLE IV - INITIAL REGISTERED OFFICE AND REGISTERED AGENT**

The street address of the initial registered office of the corporation is the same address as above, and the initial registered agent of the corporation and the street address of the registered agent of this Corporation in the State of Florida shall be:

Matthew W. Shaw  
One North Clematis Street, Suite 510  
West Palm Beach, Florida 33401-5523

**ARTICLE V - INCORPORATOR**

The name and address of the incorporator is as follows:

Name  
Matthew W. Shaw

Address  
One North Clematis Street  
Suite 510  
West Palm Beach, FL 33401-5523

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ARTICLE VI - INITIAL DIRECTOR

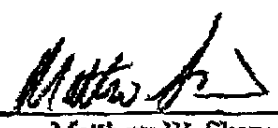
The name and mailing address of the person who shall serve as the sole initial director of the Corporation until the first annual meeting of the shareholders is as follows:

<u>Name</u>	<u>Address</u>
Matthew W. Shaw	One North Clematis Street Suite 510 West Palm Beach, FL 33401-5523

ARTICLE VII - INDEMNIFICATION

The corporation shall, to the fullest extent permitted by the laws of Florida including, but not limited to, Section 607.0850 of the Florida Business Corporation Act, as the same may be amended and supplemented from time to time, indemnify any and all directors and officers of the corporation.

IN WITNESS WHEREOF, the undersigned does hereby execute this instrument this 1st day of August, 2003.

  
Matthew W. Shaw  
Incorporator

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**FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING  
AGENT UPON WHOM PROCESS MAY BE SERVED**


Pursuant to Section 48.091 and Section 607.0501, Florida Statutes, the following is submitted:

That BPL Holdings Corp., desiring to organize under the laws of the State of Florida with its initial registered office as indicated in the Articles of Incorporation at One North Clematis Street, Suite 510, West Palm Beach, Florida 33401-5523, has named Matthew W. Shaw as its agent to accept service within this state.

**ACKNOWLEDGMENT:**

Having been named to accept service of process for the Corporation named above, at the place designated in this certificate, I agree to act in that capacity and to comply with the provisions of the Florida Business Corporation Act, relative to the proper and complete performance of my duties as registered agent.

Dated: August 1, 2003

  
Matthew W. Shaw

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