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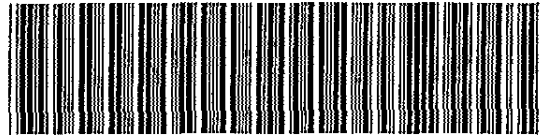
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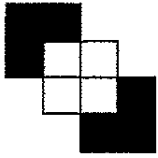
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03 DEC 19 PM 5:45

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

KB
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PHILLIPS, EISINGER & BROWN, P.A.
Attorneys at Law

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December 15, 2003

Division of Corporations
Bureau of Corporate Records
Florida Department of State
409 East Gaines Street
Tallahassee, Florida 32399

RE: BSG TERRA II CORP.

Gentlemen:

Enclosed herewith please find an original and one copy of the above-referenced Articles of Incorporation, along with our check in the amount of \$78.75, made payable to the Secretary of State, representing the following:

Filing Fee	\$35.00
Certified Copy	8.75
Registered Agent Filing Fee	<u>35.00</u>
TOTAL:	\$78.75

These Articles need to be filed immediately, and the certified copy returned to the undersigned. Thank you in advance for your prompt attention to this matter.

Very truly yours,

DENNIS J. EISINGER
For the Firm

DJE:jcg
Enclosures

**ARTICLES OF INCORPORATION
OF
BSG TERRA II CORP.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLE I
NAME**

The name of this corporation shall be:

BSG TERRA II CORP.

**ARTICLE II
DURATION**

This corporation shall commence its existence upon the filing of these Articles and the duration of this corporation is perpetual.

**ARTICLE III
PURPOSE**

This corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida.

**ARTICLE IV
CAPITAL STOCK**

This corporation is authorized to issue one hundred (100) shares of one dollar (\$1.00) par value common stock, which shall be designated "Common Shares."

**ARTICLE V
PREEMPTIVE RIGHTS**

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof at the price at which it is offered to others.

ARTICLE VI
PRINCIPAL OFFICE OF BUSINESS

The principal place of business of this corporation is: 5996 Southwest 70th Street, Miami, Florida 33143.

ARTICLE VII
INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 4000 Hollywood Boulevard, Suite 265-S, Hollywood, Florida 33021, and the name of the initial registered agent is Dennis J. Eisinger.

ARTICLE VIII
INITIAL BOARD OF DIRECTORS

This corporation shall have four (4) Directors initially. The number of Directors may be increased or decreased from time to time in accordance with the Bylaws but shall never be less than one (1). The names and addresses of the Directors are:

Charles M. Sieger
5996 Southwest 70th Street
Miami, Florida 33143

Ronald Bloomberg
420 Lincoln Road, Suite 448
Miami Beach, Florida 33139

Ronald I. Gaines
5996 Southwest 70th Street
Miami, Florida 33143

Jose J. Suarez
5996 Southwest 70th Street
Miami, Florida 33143

ARTICLE IX
INCORPORATOR

The name and address of the person signing these Articles as Incorporator is Ronald Bloomberg, 420 Lincoln Road, Suite 448, Miami Beach, Florida 33139.

ARTICLE X
BYLAWS

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

ARTICLE XI
AMENDMENTS

This Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation or any Amendment hereto and any right conferred upon the Shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 31 day of October, 2003.




RONALD BLOOMBERG, Incorporator

ACCEPTANCE OF REGISTERED AGENT

HAVING BEEN NAMED AS REGISTERED AGENT OF THE CORPORATION NAMED ABOVE, THE UNDERSIGNED DOES HEREBY ACCEPT SUCH APPOINTMENT AND DOES HEREBY AGREE TO DO ALL THINGS NECESSARY IN ORDER TO CARRY OUT ANY AND ALL DUTIES REQUIRED OF SUCH POSITION.

DATED THIS 1st DAY OF ~~OCTOBER~~_{December}, 2003.

By: 
Dennis J. Eisinger