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CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032
REFERENCE : 803519 7160058
AUTHORIZATION : *Patricia Pignato*
COST LIMIT : \$ 78.75

ORDER DATE : July 14, 2004
ORDER TIME : 11:23 AM
ORDER NO. : 803519-005
CUSTOMER NO: 7160058

FILE FIRST

CUSTOMER: Ms. Joanne Capuano
David J. Wiener, P.a.
Suite 305
One North Clematis Street
West Palm Beach, FL 33401

DOMESTIC FILING

NAME: SC-BMG GP, INC.

XX ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX PLAIN STAMPED COPY
XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Heather Chapman - EXT. 2908

EXAMINER'S INITIALS: _____

ARTICLES OF INCORPORATION
OF
SC-BMG GP, INC.

The undersigned hereby makes, subscribes, acknowledges and files these Articles of Incorporation for the purpose of forming a corporation under the laws of the State of Florida:

ARTICLE I -- NAME

The name of the corporation shall be SC-BMG GP, INC. The principal office and mailing address of the corporation is One North Clematis Street, Suite 305, West Palm Beach, Florida, 33401.

ARTICLE II -- DURATION

The corporation shall have perpetual existence.

ARTICLE III -- PURPOSE

The purpose of this corporation is and engaging in any activity or business permitted under the laws of the United States or of this State.

ARTICLE IV -- CAPITAL STOCK

This corporation is authorized to issue one thousand (1,000) shares of capital stock with a par value of \$1.00 per share.

ARTICLE V -- INITIAL REGISTERED OFFICE AND AGENT

The street address in this state of the initial registered office of the corporation is One North Clematis Street, Suite 305, West Palm Beach, Florida 33401, and the name of the initial registered agent at such address is David J. Wiener, Esq.

ARTICLE VI -- INITIAL BOARD OF DIRECTORS

The initial Board of Directors shall consist of four (4) members. The number of directors may be increased or decreased from time to time by the By-Laws, but shall never be less than one (1). The names and addresses of the initial directors are:

John W.S. Preston
One North Clematis Street
Suite 305
West Palm Beach, FL 33401

A. David Kosoy
One North Clematis Street
Suite 305
West Palm Beach, FL 33401

Robert S. Green
2851 John Street, Suite One
Markham, Ontario L3R 5R7
Canada

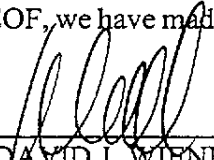
Brian D. Kosoy
One North Clematis Street
Suite 305
West Palm Beach, FL 33401

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2011 JUN 14 A 10:10

ARTICLE VII -- INCORPORATOR

The name and address of the person signing these Articles is: David J. Wiener, David J. Wiener, P.A., One North Clematis Street, Suite 305, West Palm Beach, Florida, 33401.

IN WITNESS WHEREOF, we have made and subscribed these Articles this 13th day of July, 2004.



DAVID J. WIENER

STATE OF FLORIDA)
)SS.:
COUNTY OF PALM BEACH)

Before me personally appeared David J. Wiener, to me well known and known to me to be the person described in and who executed the foregoing instrument, and acknowledged to and before me that he executed said instrument for the purposes therein expressed and did take an oath.

WITNESS my hand and official seal this 13th day of July, 2004.



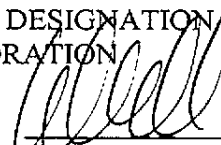
NOTARY PUBLIC
My Commission Expires: 7-07



Joanne M. Capuano
Commission #DD217355
Expires: Jul 01, 2007
Bonded Thru
Atlantic Bonding Co., Inc

(NOTARIAL SEAL)

I HEREBY ACCEPT THE DESIGNATION AS REGISTERED AGENT AS SET FORTH IN THESE ARTICLES OF INCORPORATION



DAVID J. WIENER