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FLORIDA PROFIT CORPORATION OR P.A.

BHR Merger Corp.

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ARTICLES OF INCORPORATION**OF****BHR MERGER CORP.**

I, the undersigned, for purposes of incorporating and organizing a corporation (the "Corporation") under the Florida Business Corporation Act, do execute these Articles of Incorporation and do hereby certify as follows:

**ARTICLE I
NAME**

The name of the Corporation is: BHR Merger Corp.

**ARTICLE II
PRINCIPAL OFFICE**

The principal place of business and mailing address of the corporation is 630 Plaza Drive, Suite 200, Highlands Ranch, CO 80129.

**ARTICLE III
PURPOSE**

The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of the State of Florida.

**ARTICLE IV
SHARES**

The total number of shares which the Corporation shall have authority to issue is 1,000. All such shares are to be Common Stock, par value of \$.01 each per share, and are to be of one class.

**ARTICLE V
INITIAL DIRECTOR**

The powers of the incorporator are to terminate upon the filing of these Articles of Incorporation with the Secretary of State of the State of Florida. The name and mailing address of the person who is to serve as the initial director of the Corporation until the first annual meeting of shareholders of the Corporation, or until his successor is duly elected and qualified, is Steve Blake whose address is ARCADIS G&M, Inc., 630 Plaza Drive, Suite 200, Highlands Ranch, CO 80129.

The governing body of this Corporation shall be a Board of Directors. The number of Directors may, from time to time, be increased or decreased in such manner as shall be provided

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in the Bylaws of this Corporation. The powers of the Board shall commence upon the acceptance for filing of these Articles of Incorporation by the Florida Secretary of State.

**ARTICLE VI
REGISTERED AGENT**

The Florida address of the registered office of the corporation is CT Corporation System, 1200 South Pine Island Road, Plantation, Florida 33324. The name of the registered agent at such address is CT Corporation System.

**ARTICLE VII
INCORPORATOR**

The name and address of the incorporator of the Corporation is Jeffrey R. Kesselman, Sherman & Howard L.L.C., 633 Seventeenth Street, Suite 3000, Denver, Colorado 80202.

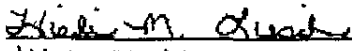
The undersigned incorporator hereby acknowledges that the foregoing Articles of Incorporation is his act and deed on this the 12th day of October, 2004.


Jeffrey R. Kesselman, Incorporator

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in these articles, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

CT Corporation System

Date: October 12, 2004


Heidi M. Wesch, Asst. Secretary