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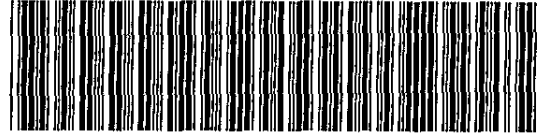
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LAW OFFICE OF HARLAN R. DOMBER, P.A.

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HARLAN R. DOMBER  
BOARD CERTIFIED REAL ESTATE ATTORNEY

SUITE L-1  
3900 CLARK ROAD  
SARASOTA, FLORIDA 34233  
TELEPHONE (941) 923-9930  
1-800-804-9930  
FAX (941) 923-3400  
E-MAIL: HDOMBER@AOL.COM

March 27, 2005

Division of Corporations  
New Filings Section  
P.O. Box 6327  
Tallahassee, FL 32314

Re: Articles of Organization of BD NEW BEGINNINGS, INC., a Florida corporation

Dear Sirs:

Enclosed herewith please find the Articles of Incorporation of BD NEW BEGINNINGS, INC., a Florida corporation, and a copy thereof. Said Articles contain the designation of the registered agent and the registered agent's acceptance of appointment. Also enclosed is a copy of said Articles of Incorporation. Finally, enclosed is our firm's check no. 7505, in the sum of \$160.00, representing the filing fee for the Articles of Incorporation, the fee for the designation and acceptance of appointment of the registered agent, and the charge for a certified copy of the Articles of Incorporation. Please forward the Certificate of Status and a certified copy of the Articles of Incorporation to the undersigned as soon as possible.

Should you have any questions or require additional information, please do not hesitate to contact me.

Sincerely,



Harlan R. Domber

Enclosures as noted

hrd.bd new beginnings.genrep.div-corp.lr1

ARTICLES OF INCORPORATION  
OF  
BD NEW BEGINNINGS, INC.

FILED

05 MAR 30 AM 8:11

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, each with the capacity to contract, hereby executes and acknowledges these Articles of Incorporation for the purpose of forming a corporation under and by virtue of the laws of the State of Florida as contained in Chapter 607, Florida Statutes, as amended (the "Act").

ARTICLE 1. NAME AND PRINCIPAL OFFICE ADDRESS

The name of the corporation shall be BD NEW BEGINNINGS, INC. (hereinafter "Corporation"). The initial principal office/ mailing address of the Corporation is 3900 Clark Road, Suite L-1, Sarasota, FL 34233.

ARTICLE 2. DURATION

The date of commencement of corporate existence shall be on the date the Articles of Incorporation are filed with the Department of State, and the period of duration of the Corporation shall be perpetual.

ARTICLE 3. PURPOSE AND POWERS

The general nature of the business to be transacted by this Corporation is:

A. To purchase or acquire, and to own, mortgage, pledge, sell, assign, transfer or otherwise dispose of, and invest in, trade in, deal in and with, goods, wares, merchandise, real and personal property, and services of every class, kind and description, including but not limited to the right to develop and dedicate any portion of said real property to the condominium form of ownership; except that the Corporation is not to conduct a banking, safety deposit, trust, insurance, surety, express, railroad, canal, telegraph, telephone or cemetery company, a building and loan association, mutual fire insurance association, cooperative association, fraternal benefit society, state fair or exposition.

B. To conduct business in, have one or more offices in, and buy, hold, mortgage, sell, convey, lease or otherwise dispose of real and personal property, including franchises, patents, copyrights, trademarks, federal licenses and permits, licenses and permits in the State of Florida and in all other states and countries.

C. To contract debt and borrow money, issue and sell or pledge bonds, debentures, notes and other evidence of indebtedness, and execute such mortgages, transfers of corporate property, or other instruments to secure the payment of the corporation's indebtedness as required.

D. To purchase the assets of any other business entity and engage in the same or other character of business, except to the extent prohibited by law.

E. To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of the shares of capital stock of, or any bonds, securities, or other evidence of indebtedness created by any corporation of the State of Florida or any other state or government, and while owner of such stock, to exercise all the rights, powers and privileges of ownership, including the right to vote such stock.

F. To engage in any activity or business permitted under the laws of the United States of America and any legal and lawful purpose for which a corporation may be organized pursuant to Chapter 607, Florida Statutes, as the same may be amended from time to time, with all powers and rights which a corporation may exercise pursuant to Chapter 607, Florida Statutes, as the same may be amended from time to time.

#### ARTICLE 4. CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is one-hundred (100) shares having a one-dollar (\$1.00) par value.

#### ARTICLE 5. INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The street address of the initial registered office of this Corporation is 3900 Clark Road, Suite L-1, Sarasota, Florida 34233, and the name of the initial registered agent of the Corporation at such address is Harlan R. Domber. The initial registered agent has accepted the appointment as evidenced by the written acceptance attached to these Articles of Incorporation.

#### ARTICLE 6. NUMBER OF DIRECTORS, FIRST BOARD OF DIRECTORS AND SLATE OF OFFICERS

The business of the Corporation shall be conducted by a Board of Directors which shall consist of not more than three (3) persons nor less than one (1) person, as shall be designated in the Bylaws. The initial Board of Directors shall consist of one (1) member. The names and addresses of the persons who are to serve as directors and officers until

the first annual meeting of members or until their successors be elected and qualify, or until their earlier resignation, removal from office or death, are as follows:

<u>Name</u>	<u>Address</u>	<u>Office</u>
PAUL J. DITOMASO	916 MacEwen Drive Osprey, FL 34229	President/Secretary/ Treasurer/Director

#### ARTICLE 7. INCORPORATOR(S)

The names and addresses of the incorporator(s) of the Corporation is/are as follows:

<u>Name</u>	<u>Address</u>
PAUL J. DITOMASO	916 MacEwen Drive Osprey, FL 34229

#### ARTICLE 8. PROVISIONS FOR THE REGULATION OF THE BUSINESS AND FOR THE CONDUCT OF THE AFFAIRS OF THE CORPORATION

8.1 Meetings of Shareholders and Directors. Meetings of the shareholders of the Corporation shall be held within the State of Florida, and meetings of the directors of the Corporation may be held within the State of Florida at such place or places as may from time to time be designated in the Bylaws or by resolution of the Directors. The annual meeting for the election of members of the Board of Directors shall be held as may be provided for in the Bylaws.

8.2 Amendments to Articles of Incorporation. The power to amend the Articles of Incorporation shall be in the shareholders, but the affirmative vote of two-thirds (2/3) of the shareholders present in person or by proxy at a duly called meeting of the shareholders of the Corporation shall be necessary to exercise that power. Prior to the meeting of members, the Board of Directors shall adopt a resolution setting forth the proposed amendment and the Board shall direct that it be submitted to a vote at a meeting of the Corporation. Written notice setting forth the proposed amendment or a summary of the changes to be effected thereby shall be given to each shareholder of record entitled to vote thereon within the time and in the manner provided in the Bylaws for the giving of notice of meetings of shareholders.

8.3 Bylaws. The initial Bylaws of the Corporation shall be adopted by a majority of the members of the Board of Directors. The power to amend or repeal the Bylaws or to

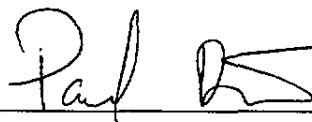
adopt new Bylaws shall be in the manner provided in the Bylaws. The Bylaws may contain any provisions for the regulation and management of the Corporation which are consistent with the Act and the Articles of Incorporation.

8.4 Contract in Which Directors Have an Interest. No contract or other transaction of the Corporation with any person, firm or corporation or no contract or other transaction in which the Corporation is interested shall be invalidated or affected by: (a) the fact that one or more of the directors or officers is a director or officer of another corporation, or (b) the fact that any director, individually or jointly with others, may be a party to or may be interested in the contract or transaction; and each person who may become a director of the Corporation is hereby relieved from any liability that might otherwise arise by reason of his/her contracting with the Corporation for the benefit of him/herself or any firm, or corporation in which he/she may be interested.

#### ARTICLE 9. INDEMNIFICATION

All officers and directors shall be indemnified by the Corporation against all expenses and liabilities, including counsel fees (including appellate proceedings), reasonably incurred by them in connection with any proceeding or settlement thereof in which they become involved by reason of service as a director or holding such office.

IN WITNESS WHEREOF, the undersigned, being the incorporator(s) of the Corporation, has/have executed these Articles of Incorporation and certified to the truth of the facts herein stated.

  
\_\_\_\_\_  
PAUL J. DITOMASO  
Incorporator

STATE OF FLORIDA  
COUNTY OF SARASOTA

The foregoing instrument was acknowledged before me this 24<sup>th</sup> day of February, 2005, by PAUL J. DITOMASO, an Incorporator, who (Notary choose one) [ ] is personally known to me, or [X] has produced his New York Driver's License as identification, and who executed the foregoing Articles of Incorporation for the purposes therein expressed.



Signature of Notary Public



Harlan R Domber  
My Commission DD009729  
Expires March 21, 2005

Print Name of Notary Public, Affix Seal and State  
Notary's Commission Number & Expiration Date

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

I have been designated as Registered Agent in the above Articles of Incorporation of BD NEW BEGINNINGS, INC. Simultaneously, I hereby accept the appointment as Registered Agent. My office address is 3900 Clark Road, Suite L-1, Sarasota, Florida 34233.

A handwritten signature in black ink, appearing to read 'Harlan R. Domber', written over a horizontal line.

HARLAN R. DOMBER  
Registered Agent

hrd.bd new beginnings.genrep.articles.inc