



ATTORNEY AT LAW  
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April 7, 2005

Department of State  
Division of Corporations  
Corporate Filings  
P.O. Box 6327  
Tallahassee, Florida 32314

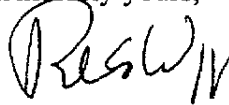
**RE: BMS PICTURE ONE, INC.**  
**BMS PICTURE TWO, INC.**  
**BMS PICTURE THREE, INC.**  
**Articles of Incorporation**

Dear Sirs:

Enclosed please find original Articles of Incorporation for the above-referenced corporations. Also enclosed are checks #1246, 1247 and 1248 made payable to Department of State in the amount of Seventy Eight Dollars and Seventy Five Cents (\$78.75) each. Please return the certified copy to me at the address shown above.

If you have any questions, please do not hesitate to contact me.

Sincerely yours,



ROBERT E. WIGGINS

REW.atm  
Enclosures

**ARTICLES OF INCORPORATION**

**OF**

**BMS PICTURE TWO, INC.**

**FILED**

2005 APR 11 A 9:24

TALLAHASSEE, FLORIDA

**ARTICLE I**

**NAME**

The name of this corporation is BMS PICTURE TWO, INC.

**ARTICLE II**

**PRINCIPAL OFFICE AND MAILING ADDRESS**

The principal office of the corporation and mailing address is:

801 West Bay Drive  
Suite #800  
Largo, Florida 33770

**ARTICLE III**

**TERM**

The term of existence of this corporation is perpetual.

**ARTICLE IV**

**PURPOSE**

This corporation is organized to transact any and all lawful business for which corporations may be incorporated under Florida Statutes.

**ARTICLE V**  
**CAPITAL STOCK**

This corporation is authorized to issue One Thousand (1000) shares of One Dollar (\$1.00) par value common stock.

**ARTICLE VI**  
**DIRECTORS**

This corporation shall have one (1) Director initially. The number of Directors may be either increased or diminished from time to time by the Bylaws but shall never be less than one (1). The names and addresses of the initial Directors of this corporation, who shall serve until their successor(s) are elected and have qualified or until removed are as follows:

<b>NAME</b>	<b>ADDRESS</b>
PHILIPPE MARTINEZ	801 West Bay Drive Suite #800 Largo, Florida 33770

**ARTICLE VII**  
**OFFICERS**

The affairs of this corporation shall be administered by the officers designated by the Bylaws. The officers shall be elected by the Board of Directors at its first meeting following the annual meeting of the shareholders, and they shall serve at the pleasure of the Board of Directors.

The names and addresses of the officers who shall serve until their successors are designated by the Board of Directors, are as follows:

<b>OFFICE</b>	<b>NAME AND ADDRESS</b>
Chief Executive Officer	Philippe Martinez
President	801 West Bay Drive
Secretary	Suite #800
Treasurer	Largo, Florida 33770

#### **ARTICLE VIII**

##### **REGISTERED OFFICE AND AGENT**

The name and address of the initial registered agent and office of this corporation is as follows:

**Registered Agent:**

ROBERT E. WIGGINS

**Office of Agent:**

13799 Park Boulevard N. #254  
Seminole, Florida 33776-3402

#### **ARTICLE IX**

##### **INDEMNIFICATION**

Every Director and every officer of this corporation serving this corporation at its request, shall be indemnified by this corporation against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed upon him or her in connection with any proceeding or any settlement of any proceeding to which he or she may be a party or in which he may become involved by reason of his or her being or having been a Director or officer of this corporation, or

by reason of his or her serving or having served this corporation at its request, whether or not he is a Director or officer or is serving at the time such expenses or liabilities are incurred; provided that in such cases wherein the Director or officer is adjudged guilty of willful misfeasance or malfeasance in the performance of his or her duties and also in the event of a settlement, before entry of judgment, the indemnification herein shall apply only when the Board of Directors approves such settlement and reimbursement as being in the best interests of this corporation. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which that person may be entitled.

## **ARTICLE X**

### **BYLAWS**

The first Bylaws of this corporation shall be adopted by the Board of Directors and may be altered, amended or rescinded in the manner provided by the Bylaws.

## **ARTICLE XI**

### **AMENDMENTS**

Amendments to the Articles of Incorporation shall be first adopted in resolution form by majority vote of the Board of Directors, who shall direct in its proceedings that the proposed amendment be submitted to a vote of the shareholders either at an annual meeting or a special meeting called for that purpose. At the shareholders' meeting, the affirmative vote of the holders of a majority of shares entitled to vote shall be required for adoption of the proposed amendment.

**ARTICLE XII**

**FILED**

**SUBSCRIBER**

2005 APR 11 A 9 24

The name and address of the Subscriber to these Articles of Incorporation is as follows:

TALLAHASSEE, FLORIDA

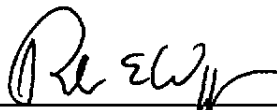
**NAME**

**ADDRESS**

ROBERT E. WIGGINS

13799 Park Boulevard N. #254  
Seminole, Florida 33776-3402

IN WITNESS WHEREOF, the Subscriber has hereunto affixed his signature on this 7th day of April, 2005.



ROBERT E. WIGGINS

**CERTIFICATE OF ACCEPTANCE  
OF REGISTERED AGENT**

I, ROBERT E. WIGGINS, as Registered Agent for BMS PICTURE TWO, INC. do hereby agree to accept Service of Process on behalf of the corporation, to keep my office located at 13799 Park Boulevard N. #254, Seminole, Florida 33776-3402 open during prescribed hours; and to post my name in some conspicuous place in the above-stated office as required by law.

DATED: April 7, 2005.



ROBERT E. WIGGINS  
Registered Agent