

Division of Corporations

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Florida Department of State
Division of Corporations
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Division of Corporations
Fax Number : (850) 205-0381

From:

Account Name : STEARNS WEAVER MILLER, ET AL.
Account Number : 076077002504
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FLORIDA PROFIT CORPORATION OR P.A.

BTN, Inc.

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**ARTICLES OF INCORPORATION
OF
BTN, INC.**

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TALLAHASSEE, FLORIDA

ARTICLE I. - NAME AND ADDRESS

The name of this corporation is BTN, INC. (the "Corporation"). The address of the principal office and the mailing address of the Corporation is 2600 Douglas Road, Suite 405, Coral Gables, Florida 33134.

ARTICLE II. - PURPOSE

The Corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE III. - CAPITAL STOCK

The aggregate number of shares which the Corporation shall have authority to issue is One Thousand (1,000) shares of common stock, all of which are to have a par value of One Cent (\$.01) per share. The Board of Directors shall fix the consideration to be received for each share. Such consideration shall consist of any tangible or intangible property or benefit to the Corporation, including cash, promissory notes, services performed or written promises to perform services and shall have a value, in the judgment of the directors, equivalent to or greater than the full par value of the shares.

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ARTICLE IV. - INITIAL REGISTERED

OFFICE AND AGENT

The street address of the initial registered office of the Corporation and the name of the initial registered agent of the Corporation at such office is:

<u>Name</u>	<u>Address</u>
Stearns Weaver Miller Weissler Alhadeff & Sitterson, P.A.	c/o Richard E. Schatz, Esq. 150 West Flagler Street, Suite 2200 Miami, Florida 33130

ARTICLE V. - COMMENCEMENT

The Corporation shall commence on the date on which these Articles of Incorporation are filed with the Secretary of State.

ARTICLE VI. - INITIAL

BOARD OF DIRECTORS

The initial Board of Directors of the Corporation shall be comprised of four individuals. The number of directors may be increased and thereafter either increased or decreased from time to time as provided for in the Bylaws of the Corporation, but shall never be less than one. The name and address of the initial members of the Board of Directors of the Corporation are:

<u>Name</u>	<u>Address</u>
Norman R. Van Aken	2600 Douglas Road, Suite 405 Coral Gables, Florida 33134
Carl A. Bruggemeier	2600 Douglas Road, Suite 405 Coral Gables, Florida 33134

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Adam C. Blum 2600 Douglas Road, Suite 405
Coral Gables, Florida 33134

Harry Duvachelle 2600 Douglas Road, Suite 405
Coral Gables, Florida 33134

ARTICLE VII - INCORPORATOR

The name and address of the person signing these Articles of Incorporation as incorporator is:

Name	Address
Richard E. Schatz	150 West Flagler Street, Suite 2200 Miami, Florida 33130

ARTICLE VIII - BYLAWS

The power to alter, amend or repeal the Bylaws shall be vested in each of the Board of Directors and the shareholders of the Corporation.

ARTICLE IX - INDEMNIFICATION

The Corporation shall indemnify any officer or director, or any former officer or director of the Corporation, to the fullest extent permitted by law.

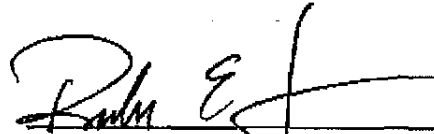
ARTICLE X - AMENDMENT

The Corporation reserves to its shareholders the right to amend or repeal any provisions now or hereafter contained in these Articles of Incorporation. Any rights which these Articles may confer upon the Corporation may be modified or canceled by a vote of the shareholders to amend or repeal said Articles.

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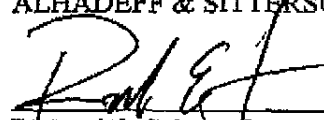
IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this ~~06/14~~ day of June, 2005.


Richard E. Schatz, Incorporator

ACCEPTANCE OF APPOINTMENT
OF
REGISTERED AGENT

The undersigned hereby accept the appointment as registered agent contained in the foregoing Articles of Incorporation and state that the undersigned is familiar with and accepts the obligations of Section 607.0501 of the Florida Statutes.

STEARNS WEAVER MILLER WEISSLER
ALHADEFF & SITTERSON, P.A.


Richard E. Schatz, for the Firm

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