

Division of Corporations

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TALLAHASSEE, FLORIDA

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FLORIDA PROFIT CORPORATION OR P.A.

BG Holdings, Inc.

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December 30, 2005

FLORIDA DEPARTMENT OF STATE

BILZIN, SUMBERG BAENA PRICE & AXELROD LLP
Division of Corporations

SUBJECT: BG HOLDINGS, INC.
REF: W05000057018

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The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an administratively dissolved/revoked entity. Names of administratively dissolved/revoked entities are not available for one year from the date of administrative dissolution/revocation unless the dissolved/revoked entity provides the Department of State with an affidavit or letter stating that they have no intention of reinstating, therefore, releasing the name for use to another entity.

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**ARTICLES OF INCORPORATION
OF
BGW HOLDINGS, INC.**

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TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this corporation is BGW HOLDINGS, INC. (the "Corporation").

ARTICLE II - PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office and mailing address of the Corporation are:

3628 NE Second Avenue
Miami, Florida 33137

ARTICLE III - PURPOSE

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

ARTICLE IV - CAPITAL STOCK

The aggregate number of shares which the Corporation shall have authority to issue is One Thousand shares of common stock, each share having a par value of \$1.00.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Corporation is:

3628 NE Second Avenue
Miami, Florida 33137

and the name and address of the initial registered agent of the Corporation are:

Karen Atkinson
3628 NE Second Avenue
Miami, Florida 33137

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ARTICLE VI - COMMENCEMENT

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

ARTICLE VII - INITIAL BOARD OF DIRECTORS

The initial Board of Directors of this corporation shall be comprised of one person. The number of directors may be either increased or decreased from time to time as provided for in the By-laws of the corporation, but shall never be less than one. The name and address of the initial director of this corporation is:

Name**Address**

Barton G. Weiss

3628 NE Second Avenue
Miami, Florida 33431**ARTICLE VIII - INCORPORATOR**

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

Barton G. Weiss
3628 NE Second Avenue
Miami, Florida 33137**ARTICLE IX - BY-LAWS**

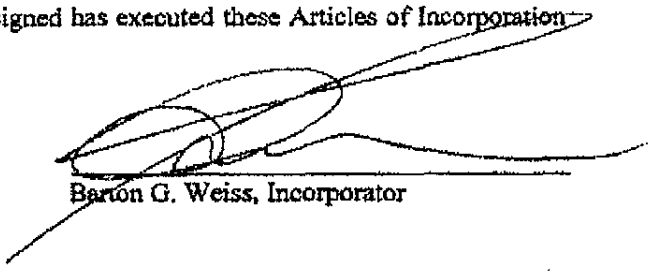
The power to adopt, alter, amend or repeal the By-laws of the Corporation shall be vested in the Board of Directors.

ARTICLE X - INDEMNIFICATION

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

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IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation
as of this 29 day of December, 2005.



Barton G. Weiss, Incorporator

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**ACCEPTANCE OF APPOINTMENT
AS REGISTERED AGENT**

The undersigned, who has been designated in the foregoing Articles of Incorporation as registered agent for the corporation, agrees that (i) she accepts such appointment as registered agent and will accept service of process for and on behalf of said corporation, and (ii) she is familiar with and will comply with any and all laws relating to the complete and proper performance of the duties and obligations of a registered agent of a Florida corporation.

Dated: as of December 29, 2005.



Karen Atkinson, Registered Agent

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