

Division of Corporations

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# P06000029216

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

From: Account Name : STEARNS WEAVER MILLER, ET AL.  
Account Number : 076077002504  
Phone : (305) 789-3200  
Fax Number : (305) 789-3395

## FLORIDA PROFIT/NON PROFIT CORPORATION

BFC Securities Corp.

Certificate of Status	1
Certified Copy	1
Page Count	04
Estimated Charge	\$87.50

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

06 FEB 27 PM 12:57

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T. Burch FEB 28 2006

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**ARTICLES OF INCORPORATION  
OF  
BFC SECURITIES CORP.**

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TALLAHASSEE, FLORIDA

**ARTICLE I - NAME AND ADDRESS**

The name of this corporation is **BFC SECURITIES CORP.** (the "Corporation").  
The address of the principal office and the mailing address of the Corporation is 4150 S.W. 28<sup>th</sup>  
Way, Fort Lauderdale, Florida 33312.

**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  
(\$0.01) 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 REGISTEREDOFFICE 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>
Alison W. Miller	2200 Museum Tower 150 West Flagler Street 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 - INCORPORATOR

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

<u>Name</u>	<u>Address</u>
Alison W. Miller	2200 Museum Tower 150 West Flagler Street Miami, Florida 33130

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ARTICLE VII - 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 VIII - 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 IX - 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.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 27th day of February, 2006

  
Alison W. Miller, Incorporator

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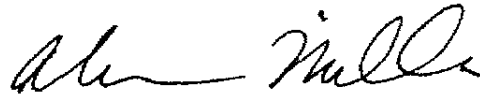
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ACCEPTANCE OF APPOINTMENT

OF

REGISTERED AGENT

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



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Alison W. Miller, Registered Agent

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