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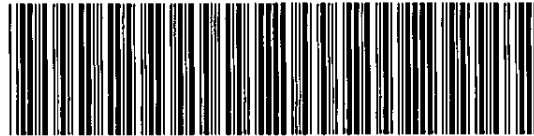
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EXAMINER

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DATE: 3/12/2008

NAME: BFC HOLDING COMPANY

TYPE OF FILING: ARTICLES OF INCORPORATION

COST:

RETURN: CERTIFIED COPY & GOOD STANDING

ACCOUNT: FCA000000015

AUTHORIZATION: PAUL / ABBIE HODGE



TH

A.5(f)(6)

BFC HOLDING CO.
250 Park Avenue South
Suite 630
Winter Park, Florida 32789

March 12, 2008

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

FILED
08 MAR 13 PM 4:26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Re: BFC Holding Co.

Dear Sir or Madam:

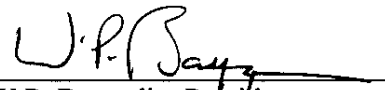
Please allow this letter to serve as consent for BFC Holding Co., a Florida corporation to be formed effective as of March 13, 2008, to use the name "BFC Holding Co." in connection with its formation as a Florida corporation. The undersigned, BFC Holding Co., will be merged into another Florida entity on March 13, 2008.

Thank you.

Sincerely,

BFC HOLDING CO., a Florida
corporation (Document Number
P00000031523)

By:


W.P. Battaglia, President

ARTICLES OF INCORPORATION
OF
BFC HOLDING CO.

A.5(f)(1)
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator delivers these Articles of Incorporation in order to form a corporation under the Florida Business Corporation Act (the "Act").

ARTICLE I
Name

The name of the Corporation is BFC Holding Co. (the "Corporation").

ARTICLE II
Principal Office

The principal office of the Corporation is located at 250 Park Avenue South, Suite 630, Winter Park, Florida 32789, and its mailing address is P. O. Box 3010, Winter Park, Florida 32790.

ARTICLE III
Corporate Purposes, Power and Rights

The purpose of the Corporation is to engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV
Effective Date and Time; Duration of the Corporation

Existence of the Corporation shall commence on March 13, 2008, and the Corporation shall exist perpetually thereafter unless dissolved according to law.

ARTICLE V
Authorized Stock

The total number of shares of capital stock which the Corporation has the authority to issue is 10,000 shares of Common Stock, with a \$1.00 par value per share.

ARTICLE VI
Registered Office and Registered Agent

The street address of the initial registered office of the Corporation in the State of Florida shall be 250 Park Avenue South, Suite 630, Winter Park, Florida 32789. The name of the initial registered agent of the Corporation at the registered office shall be W. P. Battaglia.

ARTICLE VII
Initial Board of Directors

The initial Board of Directors shall consist of two (2) persons. The names and addresses of the persons who shall serve as directors of the Corporation until the first meeting of the shareholders, or until their successors are elected or appointed and have qualified, are:

| <u>Name</u> | <u>Address</u> |
|-----------------|---------------------------------------|
| W. P. Battaglia | P. O. Box 3010, Winter Park, FL 32790 |
| R. E. Battaglia | P. O. Box 3010, Winter Park, FL 32790 |

ARTICLE VIII
Incorporator

The name and address of the Incorporator of the Corporation is: W. P. Battaglia, 250 Park Avenue South, Suite 630, Winter Park, Florida 32789.

ARTICLE IX
Amendment to Articles

These Articles of Incorporation may be amended in the manner provided by law.

ARTICLE X
Preemptive Rights

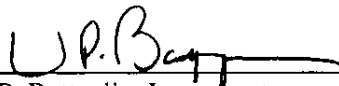
The shareholders of the Corporation shall have the preemptive right to acquire unissued or treasury shares of the Corporation as provided under the Act.

ARTICLE XI
Effective Date and Time

These Articles of Incorporation shall take effect as of March 13, 2008.

A.5(f)(1)

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation of BFC Holding Co. effective as of the date and time contained in Article XI herein.



W. P. Battaglia, Incorporator

A.5(f)(1)

ACCEPTANCE OF REGISTERED AGENT

Having been named as Registered Agent and to accept service of process for the above stated corporation at the place designated in these Articles of Incorporation, I hereby accept the appointment as Registered Agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as Registered Agent.


W. P. Battaglia, Registered Agent