

CORPORATION INFORMATION
SERVICES, INC.
1201 HAYS STREET
TALLAHASSEE, FL 32301
904-222-9171
904-222-0193 FAX

800-342-8086

P95000019252

CSC networks

95 MAR -9 11:11

DIVISION OF CORPORATION

MAIL TO:
P.O. Box 5828
TALLAHASSEE, FL 32314

ACCOUNT NO. : 072100000032

REFERENCE : 557779 4656A

AUTHORIZATION : *Patricia Pajit*

COST LIMIT : \$ 122.50

ORDER DATE : March 9, 1995

ORDER TIME : 9:59 AM

ORDER NO. : 557779

CUSTOMER NO: 4656A

300001425168

CUSTOMER: Elizabeth Galvin, Legal Asst
GREENBERG TRAUIG HOFFMAN
LIPOFF ROSEN & QUENTEL, P. A.
22nd Floor
1221 Brickell Avenue
Miami, FL 33131-3238

FILED
95 MAR -9 11:11 AM
TALL.

DOMESTIC FILING

((NOTE EFFECTIVE DATE))

NAME: BPM MANAGEMENT, INC.

DO NOT WILL WAIT

P 95000019252

XXXXX ARTICLES OF INCORPORATION
CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XXXXX CERTIFIED COPY
XXXXXX PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

EFFECTIVE DATE
3-8-95

CONTACT PERSON: Karen B. Rozar

EXAMINER'S INITIALS:

(R, S, L, M)

DR

*3-9-95
02/A*

GREENBERG

ATTORNEYS AT LAW

TRAUERIS

Leonard J. Adler	David B. Chase	Steven F. Goldman	Susan B. Lash	Rose Parish-Harmon	Brian J. Shroyer
Fernando C. Alonso	Michael J. Cherraga	Susan M. Goldsmith	Moshe M. Lehtfeld	Michael C. Park	Marlene K. Silverman
Cesar L. Alvarez	Ary Chonick	Joseph G. Goldstein	James P. S. Leshaw	Marshall R. Pasternack	Holly R. Scheck
Liliana Armas	Sue M. Cobb	Steven S. Goodman	Max S. Levin	Sylvia S. Penness	Laura P. Stephenson
Daniel H. Aronson	I. Frank Gardner	Matthew R. Larson	Oscar Levin	Beron G. Peterson	Charles E. Stewart, Jr.
David C. Ashburn	C. David Canch	Dianne Greenberg	Michael P. Lewinson	Sheldon S. Polish	Joel L. Stocker
Charles M. Auslander	Albert A. del Castillo	Melvin K. Greenberg	Norman H. Lippol	Roberto R. Pupo	Douglas R. Thornburg
David T. Azem	Alan J. Diamond	Robert L. Grossman	Carlos E. Loumiot	Albert D. Quenel	Robert H. Trautrig
Fred W. Baggett	Tom L. Donato	Barbara A. Hall	Juan P. Loumiot	Vivian Pazo Quintana	Brian J. Walsh
Kerr L. Barsh	Laura A. Dougherty	Page A. Harper	Bruce E. Macdonough	C. Ryan Restz	Keith Wasserman
Hilary Bass	Candace R. Duff	Fred F. Harris, Jr.	Robert P. Maccini	Mark J. Reisman	Jeffrey Wothorn
V. Dawn Beigles	William B. Eck	Steven M. Hellman	Alfred J. Mafelato	Las Heller	David E. Wells
Norman J. Benford	Kenneth Edelman	Alberto M. Hernandez	Samantha D. Malloy	Barry Scott Richard	Bradford D. West
Lisa J. Berger	Arthur J. England, Jr.	Jeffrey A. Hirsch	Ines Marrero-Pragues	Douglas J. Rillstone	Howard W. Whitaker
Dale S. Bergman	Gary M. Epstein	Kenneth C. Hoffman	Enrique J. Martin	A. Jeffrey Robinson	Jerrold A. Wash
Paul Berkowitz	Henry H. (Hucky) Fox	Larry J. Hoffman	Roberto Martinez	Kenneth B. Robinson	Timothy D. Wolfe
Bridget Berry	Jeffrey B. Fried	Kenneth A. Horak	Pedro J. Martinez-Fraga	Raquel A. Rodriguez	Linda C. Worton
Mark F. Boleau	Robin F. Frydman	Gerald J. Houblian	Joel D. Maser	Alan H. Rubinok	Julie A. Zahmsen
Lorense Jon Buelly	Robert C. Gang	John B. Hutton	Juan J. Masol, Jr.	Marvin S. Rosen	
Mark D. Bloom	Richard G. Garrett	Keith A. James	Robert R. McDonald	Richard A. Rosenbaum	T. Wayne Daves, of Counsel
Reginald L. Boothiller, Jr.	Brian K. Gert	Martin Kalk	John T. Metzger	Ronald M. Rosengarten	Arnold J. Hoffman, of Counsel
Howard Bregman	David J. George	Steven M. Katzman	Janet L. O'Brien	David L. Rose	Patrick T. O'Brien, of Counsel
Blake D. Bruggold	Jeffrey Gilbert	David S. Keith	Mauris R. Olchok	Gary A. Saul	Allan Salomon, of Counsel
Francis B. Brogan, Jr.	Laurie I. Gillian	Steven J. Kravitz	Rebecca R. Orand	Elliot H. Scherker	Paul E. Shapiro, of Counsel
Burt Bruton	Bruce H. Giles-Klein	J. D. Boone Kuersteiner	Debra M. Osholsky	Mark P. Schnapp	Graig E. Stein, of Counsel
Bernardo Burstein	Richard J. Gustin	Ronald C. LaFace	Aileen Ortega	Clifford A. Schulman	Marc M. Watson, of Counsel
Joseph A. Caballo	Lawrence Gudobsky	Steven A. Landis	A. Ericson Parido	Randy J. Shaw	
Diane Wagner Carr	Joel K. Goldman	Steven B. Lapidus	Steven J. Parilo	Paul A. Sholowitz	Zachary H. Wolff, Retired

Elizabeth C. Galvin, L.A.
305-789-5449

March 8, 1995

Florida Division of Corporations
DOMESTIC CHARTER SECTION
P. O. Box 6327
Tallahassee, FL 32314

RE: BPM MANAGEMENT, INC.

Enclosed herewith are three duly executed originals of ARTICLES OF INCORPORATION for the captioned corporation. Also enclosed is a check in the amount of \$ 122.50 to cover the cost of the filing and one certified copy. Please stamp the third copy and return all to me.

Should anything further be required, please do not hesitate to contact me. Thank you for your assistance.

Very truly yours,



ARTICLES OF INCORPORATION
OF
BPM MANAGEMENT, INC.

EFFECTIVE DATE
3-8-95

FILED

95 MAR -9 11:44
SEC. TALL

ARTICLE I

The name of the corporation is BPM MANAGEMENT, INC., (hereinafter called the "Corporation").

ARTICLE II

The address of the principal office and the mailing address of the Corporation is c/o: Harry Joe Brown, Jr., 461 Park Avenue South, New York, NY 10016.

ARTICLE III

The capital stock authorized, the par value thereof, and the characteristics of such stock shall be as follows:

<u>Number of Shares Authorized</u>	<u>Par Value in Share</u>	<u>Class of Stock</u>
1,000	\$ 0.01	Common

ARTICLE IV

The Corporation shall hold a special meeting of shareholders only:

- (1) On call of the Board of Directors or persons authorized to do so by the Corporation's Bylaws; or
- (2) If the holders of not less than 50 percent of the persons entitled to vote on any issue proposed to be considered at the proposed special meeting sign, date, and deliver to the Corporation's secretary one or more written demands for the meeting describing the purpose or purposes for which it is to be held.

ARTICLE V

The street address of the Corporation's initial registered office is 1201 Hays Street, City of Tallahassee, County of Leon, State of Florida 32301, and the name of its initial registered agent at such office is Corporation Information Services, Inc.

ARTICLE VI

This Corporation shall commence its existence effective as of March 8, 1995.

ARTICLE VII

The Board of Directors of the Corporation shall consist of at least one director, with the exact number to be fixed from time to time in the manner provided in the Corporation's Bylaws. The number of directors constituting the initial Board of Directors is one, and the name and address of the member of the initial Board of Directors, who will serve as the Corporation's director until successors are duly elected and qualified is:

HARRY JOE BROWN, JR.
461 Park Avenue South
New York, NY 10016

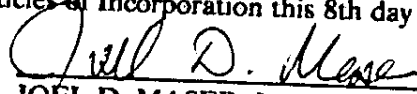
ARTICLE VIII

The name of the Incorporator is Joel D. Maser, and the address of the Incorporator is 1221 Brickell Avenue, Miami, FL 33131.

ARTICLE IX

This Corporation shall indemnify and shall advance expenses on behalf of its officers and directors to the fullest extent not prohibited by law in existence either now or hereafter.

IN WITNESS WHEREOF, the undersigned, being the Incorporator named above, for the purpose of forming a corporation pursuant to the Florida Business Corporation Act of the State of Florida has signed these Articles of Incorporation this 8th day of March, 1995.

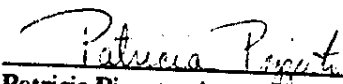


JOEL D. MASER, Incorporator

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

The undersigned, having been named the Registered Agent of BPM MANAGEMENT, INC., hereby accepts such designation and is familiar with, and accepts, the obligations of such position, as provided in Florida Statutes §607.0505.

CORPORATION INFORMATION SERVICES,
INC., Registered Agent

BY: 

Patricia Pizzuto, Agent for Registered Agent

Dated: March 9, 1995.