# P950000 33591

OFFICE USE ONLY 400001469304 -05/01/95--01054--005 \*\*\*\*122.50 \*\*\*\*122.50 CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known): (Decument #) (Corporation Name) (Corporation Name) (Door ment #) (Corporation Name) (Document #) Certified Copy Pick up time . Photocopy Certificate of Status Mail out **NEW FILINGS AMENDMENTS Profit** Amendment NonProfit | Resignation of R.A., Officer/Director Limited Liability Change of Registered Agent Domestication Dissolution/Withdrawal Other Merger REGISTRATION/ OTHER FILINGS QUALIFICATION Annual Report Foreign Fictitious Name Limited Partnership Name Reservation

Examiner's Initials

Reinstatement Trademark

Other

CR2E031(10/92)

# ARTICLES OF INCORPORATION OF BY INTERNATIONAL, INC.

#### ARTICLE I - NAME

The name of this Corporation is BV INTERNATIONAL, INC. and its address is 0/o AGS, Shutts & Bowen, 201 S. Biscayne Blvd., 1600 Miami Center, Miami, FL 33131.

### ARTICLE II - DURATION

This Corporation shall have perpetual existence.

## ARTICLE III - PURPOSE

This Corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida.

#### ARTICLE IV - CAPITAL STOCK

This Corporation is authorized to issue 100 shares of one (\$.01) penny par value common stock, which shall be designated "Common Shares."

# ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The name of the initial registered agent of this Corporation is Corporation Company of Miami, and its address is 201 S. Biscayne Boulevard, 1600 Miami Center, Miami, Florida 33131.

# ARTICLE VI - INITIAL BOARD OF DIRECTORS

This Corporation shall have two (2) Directors initially. The number of Directors may be increased or decreased from time to time by the Bylaws but shall never be less than one (1). The names and addresses of the initial Directors of this Corporation are:

NAME ADDRESS

DAVID DE MONTAIGNE c/o AGS

201 S. Biscayne Boulevard

1600 Miami Center Miami, FL 33131

DOMINICK CERISANO c/o AGS

201 S. Biscayne Boulevard

1600 Miami Center Miami, FL 33131

#### **ARTICLE VII - BYLAWS**

The Bylaws of this Corporation may be adopted, altered, amended or repealed by either the Shareholders or Directors.

# ARTICLE VIII - INDEMNIFICATION

This Corporation shall indemnify any Officer or Director, or any former Officer or Director, to the full extent permitted by law.

#### ARTICLE IX - INCORPORATOR

The name of the person signing these Articles is Alfred G. Smith and his address is 201 S. Biscayne Boulevard, 1600 Miami Center, Miami, FL 33131.

#### ARTICLE X - AMENDMENT

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, in accordance with the provisions of the Florida Business Corporation Act.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 28th day of April, 1995.

Alfred G. Smith/tricorporator

# ACCEPTANCE BY REGISTERED AGENT

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN ARTICLE V OF THESE ARTICLES OF INCORPORATION, THE UNDERSIGNED CORPORATION HEREBY AGREES TO ACT IN THIS CAPACITY, AND FUT THE ROPER AND COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE DISCHARGE OF ITS DUTIES.

DATED THIS 26th DAY OF APRIL, 1995.

CORPORATION COMPANY OF MIAMI

JILL B. ZAMMAS, Assistant Segreta y

for COBPORATION COMPANY OF MAMI

(Registered Agent)

MIAMI 367253.1 - JBZ