06/13/95 ... 12:36 ... 305 579 9749 ... S T ... 001

P95000045764

Terminal Emulation CONNECTED 32:30

File Edit Services Terminal Special

(((H95000006597))) ELECTRONIC FILING COVER SHEET

TO: DIVISION OF CORPORATIONS
DEPARTMENT OF STATE
STATE OF FLORIDA
409 EAST GAINES STREET
TALLAHASSEE, FL 32399
FAX: (904) 922-4000

FROM: ZUCKERMAN, SPAEDER, TAYLOR & EVANS
201 S BISCAYNE BLVD
SUITE 900
MIAMI FL 33131-
CONTACT: ~~BETH A MARLEY~~ Blanca R. Meneses
PHONE: (305) 358-5000
FAX: (305) 579-9749

(((H95000006597))) DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: EBY INVESTMENT CORPORATION
FAX AUDIT NUMBER: H95000006597
DATE REQUESTED: 06/13/1995
CERTIFIED COPIES: 1
NUMBER OF PAGES: 3
ESTIMATED CHARGE: $122.50

CURRENT STATUS: REQUESTED
TIME REQUESTED: 12:17:19
CERTIFICATE OF STATUS: 0
METHOD OF DELIVERY: MAIL
ACCOUNT NUMBER: 075467000342

Note: Please print this page and use it as a cover sheet when submitting documents to the Division of Corporations. Your document cannot be processed without the information contained on this page. Remember to type the Fax Audit number on the top and bottom of all pages of the document.

(((H95000006597)))

** ENTER 'M' FOR MENU. **

ENTER SELECTION AND <CR>:

F1=Help F10=Menu bar Ctrl+F=File [OFF] Ctrl+P=Printer [ON]

6/13

95 ... 13 ... 2:57

Fax Audit #: H95000006597

ARTICLES OF INCORPORATION
OF
EBY INVESTMENT CORPORATION

The undersigned, acting as incorporator of a corporation under the Florida Business Corporation Act, adopts the following Articles of Incorporation for such corporation:

FILED
95 JUN 13 PM 2:57

ARTICLE I

The name of the corporation is:

EBY INVESTMENT CORPORATION

ARTICLE II

The mailing address of the corporation is:

c/o Zuckerman, Spaeder, Taylor & Evans
201 South Biscayne Boulevard, Suite 900
Miami, Florida 33131

The address of the principal office is not known as of the date hereof.

ARTICLE III

The duration of this corporation is to be perpetual.

ARTICLE IV

The corporation may engage in any activity or business permitted under the laws of the State of Florida.

ARTICLE V

The corporation shall have authority to issue 1,000 shares, all of one class, without par value.

ARTICLE VI

The address of the initial registered office is 201 South Biscayne Boulevard, Suite 900, Miami, Florida 33131. The name of the corporation's registered agent at such address is MICHAEL STEVEN GREENE, who upon accepting this designation agrees to comply with the provisions of Section 48.091, Florida Statutes, as amended from time to time, with respect to keeping an office open for service of process.

Prepared by: Jill M. Granat
201 S. Biscayne Blvd., Ste. 900
Miami, FL 33131
Florida Bar No. 884847

The certificate and written acceptance with resect to the registered office and registered agent appears at the conclusion of these Articles.

ARTICLE VII

The number of directors constituting the Board of Directors shall be fixed as provided by the by-laws, but shall not be fixed at less than one.

ARTICLE VIII

The number of directors constituting the initial board of directors is three, whose names and addresses are:

ELIAS BEHAR
c/o 201 South Biscayne Boulevard, Suite 900
Miami, Florida 33131

ABRAHAM BEHAR
c/o 201 South Biscayne Boulevard, Suite 900
Miami, Florida 33131

ONDINA BEHAR
c/o 201 South Biscayne Boulevard, Suite 900
Miami, Florida 33131

ARTICLE IX

The name and address of the Incorporator is MICHAEL STEVEN GREENE, 201 South Biscayne Boulevard, Suite 900, Miami, Florida 33131.

ARTICLE X

This corporation shall indemnify and may insure its officers and directors to the fullest extent permitted by law.

ARTICLE XI

These Articles of Incorporation may be amended in the manner authorized by law at the time of amendment.

IN WITNESS WHEREOF, I, MICHAEL STEVEN GREENE, being the Incorporator of this corporation, make and file these Articles of Incorporation this 13th day of June, 1995.

MICHAEL STEVEN GREENE, INCORPORATOR

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA, AND NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

IN COMPLIANCE WITH SECTION 48.091, AND CHAPTER 607, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED:

EBY INVESTMENT CORPORATION, DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, HAS NAMED MICHAEL STEVEN GREENE, AN INDIVIDUAL WHO RESIDES IN THE STATE OF FLORIDA, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA. MICHAEL STEVEN GREENE'S BUSINESS OFFICE IS IDENTICAL WITH THE REGISTERED OFFICE HEREUNDER FOR SERVICE OF PROCESS, AS FOLLOWS:

REGISTERED OFFICE AND REGISTERED AGENT:
MICHAEL STEVEN GREENE
201 SOUTH BISCAYNE BOULEVARD, SUITE 900
MIAMI, FLORIDA 33131

MICHAEL STEVEN GREENE, INCORPORATOR

WRITTEN ACCEPTANCE BY AGENT

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE-STATED CORPORATION, AT THE REGISTERED OFFICE DESIGNATED IN THE CERTIFICATE SET FORTH ABOVE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND FURTHER STATE THAT I AM FAMILIAR WITH AND ACCEPT AND AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES AND THIS POSITION, INCLUDING THE PROVISIONS OF SECTION 48.091, FLORIDA STATUTES.

MICHAEL STEVEN GREENE, AS REGISTERED AGENT FOR EBY INVESTEMENT CORPORATION

STATE OF FLORIDA)
) SS:
COUNTY OF DADE)

SWORN TO AND SUBSCRIBED before me this 13th day of June, 1995.

NOTARY PUBLIC, STATE OF FLORIDA

OFFICIAL NOTARY SEAL
JILL M GRANAT
COMMISSION NUMBER
CC197036
MY COMMISSION EXP.
APR. 28,1996
NOTARY PUBLIC STATE OF FLORIDA

[NOTARIAL SEAL]

My Commission Expires: April 28, 1996

jmg\misc\eby.aoi

P950000 45764

ZUCKERMAN, SPAEDER, TAYLOR & EVANS
ATTORNEYS AT LAW
201 SOUTH BISCAYNE BOULEVARD
SUITE 900
MIAMI, FLORIDA 33131
(305) 358-5000 (305) 579-0110
TELECOPIER
(305) 579-0749

101 EAST KENNEDY BOULEVARD
TAMPA, FLORIDA 33602
(813) 221-1010

ONE EAST BROWARD BOULEVARD
FORT LAUDERDALE, FLORIDA 33301
(305) 356-0463

1201 CONNECTICUT AVENUE, N.W.
WASHINGTON, D.C. 20036
(202) 778-1800

100 EAST PRATT STREET
BALTIMORE, MARYLAND 21202
(410) 332-0444

1114 AVENUE OF THE AMERICAS
NEW YORK, NEW YORK 10036
(212) 479-6500

RESIDENT IN FLORIDA
RONALD B. RAVIKOFF
MICHAEL S. PASANO
MORRIS WEINBERG, JR.
HUMBERTO J. PEÑA
SHARON L. KEGERREIS
THOMAS J. MEEKS
MICHAEL STEVEN ORFENE
GUY A. RASCO
BRYAN R. CLEVELAND
JENNIFER R. COBERLY
LAURA L. VAUGHAN
TERESA HALLIGAN
MELISSA HAMMERSLEY CLARK
JEFFREY P. AGRON
JILL M. GRANAT
CHRISTOPHER S. CARVER
CHRISTYNO L. HAYES
REBECA SÁNCHEZ-ROIG

RESIDENT IN WASHINGTON, D.C.*
ROGER E. ZUCKERMAN
MARK W. FOSTER
ROGER C. SPAEDER
BRUCE GOLDSTEIN
WILLIAM W. TAYLOR, III
PETER R. KOLKER
ARTHUR K. MASON
STEPHEN H. GLICKMAN
MICHAEL R. SMITH
ANTHONY THOMPSON
NELSON C. COHEN
STEVEN M. SALKY
EDWARD C. BERKOWITZ
JUDITH STURTZ KARP
ERIC F. FACER
MARSHALL S. WOLFF
BLAIR G. BROWN
BARBARA KRAMER MORGAN
DEBORAH J. JEFFREY
THOMAS B. MASON
BARBARA L. WARD
LESLIE M. BERGER
ROSEMARIE SCHMIDT
LOUISE A. STOVALL
BRUCE AMON JAMES
RICHARD B. ROSENBLATT
ELEANOR H. SMITH
ELLEN K. FISHBEIN
SUSAN E. KESTNER
VIRGINIA A. WHITEHILL
ROBERT GULACK
NORMAN L. EISEN
MARIA A. STAMOULAS
JULIE A. BELL
GREGORY H. GUST
DAVID U. GOUREVITCH
WHITNEY FOX

RESIDENT IN MARYLAND*
HERBERT BETTER
DONALD J. McCARTNEY
MARTIN S. HIMELES, JR.
CYRIL V. SMITH
SHERYL G. HOLTZ

RESIDENT IN NEW YORK*
EDWARD J.M. LITTLE
ALAN H. SCHEINER
LISA A. CAHILL

JOHN F. EVANS
(1941-1988)

*NOT ADMITTED IN FLORIDA

June 27, 1995

Secretary of State
State of Florida
Corporate Records Bureau
Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32314

300001528503
-06/30/95--01066--001
*****87.50 *****87.50

95 JUN 30 PM 3:28
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Re: EBY Investment Corporation / Articles of Amendment

Dear Sir or Madam:

We have enclosed one (1) original and one (1) copy of the Articles of Amendment for the referenced corporation, together with a check in the amount of $87.50 to cover the following fees:

Filing fee:	$35.00
Certified copy:	$52.50
Total fees:	$87.50

Please return a certified copy of the Articles of Amendment to us in the enclosed, stamped, self-addressed envelope.

Thank you for your assistance in th matter.

Very truly yours,

Jill M. Granat

Jill M. Granat

N/C
7/12
JB

JMG/wp
Enclosures
cc: EBY Investment Corporation

FILED
95 JUN 30 PM 3:28

ARTICLES OF AMENDMENT

FOR

EBY INVESTMENT CORPORATION

The undersigned, being the sole Incorporator of EBY Investment Corporation, a Florida corporation, does hereby adopt the following Articles of Amendment, in writing, in accordance with the proposal and recommendation by the Board of Directors of the corporation and pursuant to the Florida Business Corporation Act, Chapter 607, Florida Statutes, including Sections 607.1005 and 607.1006, Florida Statutes:

1. The name of the corporation at present is EBY Investment Corporation.

2. The Articles of Incorporation for EBY Investment Corporation were filed with the Secretary of State for the State of Florida on June 13, 1995, and the document number assigned to the corporation is H95000006597.

3. The text of Article 1 of the Articles of Incorporation is hereby deleted in its entirety by this Amendment, and in its place is hereby substituted by this Amendment, the following:

ARTICLE 1

NAME

The name of the corporation shall be BYA Investment Corporation.

4. The date of adoption of this Amendment is the date set forth below as the date of execution hereof.

5. No shares for the Corporation have been issued. Thus, and in accordance with Section 607.1005, Florida Statutes, no shareholder approval of this Amendment is required and therefore this Amendment has been adopted and is hereby adopted by the sole Incorporator without shareholder action.

Dated this 27th day of June, 1995.

Michael Steven Greene, as sole
Incorporator of EBY Investment
Corporation

6398.001\misc\eby.amd