

995000050436
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June 15, 1995

Florida Secretary of State
Corporate Records Bureau
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32319

500001523725
-06/27/95--01021--002
***122.50 ***122.50

Re: AOE Investment Corporation (the "Corporation"): Articles of Incorporation

Dear Sir or Madam:

Enclosed are the original, fully executed Articles of Incorporation for the above referenced Corporation, together with this firm's check in the amount of \$122.50 to cover the following fees required for the formation of the Corporation:

Filing fees	\$ 35.00
Registered Agent (designation and acceptance)	35.00
Certified copy	<u>52.50</u>
Total Fees	<u>\$122.50</u>

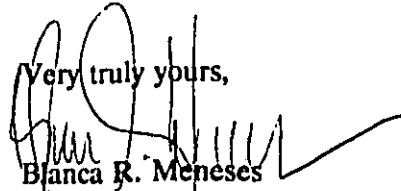
6/29/95
JA

Please return a certified copy of the Articles of Incorporation for the Corporation to us in the enclosed, self addressed envelope as soon as possible.

Florida Secretary of State
June 15, 1995
Page 2

SECRETARY OF STATE
TALLAHASSEE, FLORIDA
95 JUN 26 11:09

Should you have any questions, please do not hesitate to contact us. Thank you for your assistance.

Very truly yours,

Blanca R. Meneses
Legal Assistant

BRM/wp
Enclosures
6398.001\letters\sec.11r

ARTICLES OF INCORPORATION
OF
AOE INVESTMENT CORPORATION

FILED
95 JUN 26 10:11:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

ARTICLE I

The name of the corporation is:

AOE 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.

The certificate and written acceptance with respect 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 12th 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:

AOE 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

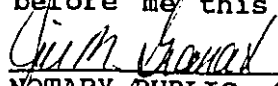
HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE- STATED CORPORATION, AT THE REGISTERED OFFICE DESIGNATED IN THE CERTIFICATE SET FORTH ABOVE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND FURTHER STATE THAT I AM FAMILIAR WITH AND ACCEPT AND AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES 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 AOE INVESTMENT CORPORATION

STATE OF FLORIDA)
) SS:
COUNTY OF DADE)

SWORN TO AND SUBSCRIBED before me this 12th day of June, 1995.




NOTARY PUBLIC, STATE OF FLORIDA

My Commission Expires: April 28, 1996

P95000050436

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(((H96000002746))) ELECTRONIC FILING COVER SHEET

TO: DIVISION OF CORPORATIONS FROM: ZUCKERMAN, SPAEDER, TAYLOR & EVANS
DEPARTMENT OF STATE 201 S BISCAYNE BLVD
STATE OF FLORIDA SUITE 900
409 EAST GAINES STREET MIAMI FL 33131-
TALLAHASSEE, FL 32399 CONTACT: BETH A MARLEY
FAX: (904) 922-4000 PHONE: (305) 358-5000
FAX: (305) 579-9749

(((H96000002746))) DOCUMENT TYPE: BASIC AMENDMENT

NAME: AOE INVESTMENT CORPORATION
FAX AUDIT NUMBER: H96000002746 CURRENT STATUS: REQUESTED
DATE REQUESTED: 02/27/1996 TIME REQUESTED: 11:08:59
CERTIFIED COPIES: 1 CERTIFICATE OF STATUS: 0
NUMBER OF PAGES: 2 METHOD OF DELIVERY: FAX
ESTIMATED CHARGE: \$87.50 ACCOUNT NUMBER: 075467000342

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ENTER SELECTION AND <CR>:

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11:08:59 AM '96

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*C. J. ...
Linda*

*Same People.
Invoice # P15000045764*

*Name Change
KFT*

60:8
T-JAW

1/20, 5:57, 6:20

FILED

96 MAR -1 AM 10:15

ZUCKERMAN, SPAEDER, TAYLOR & EVANS
201 SOUTH BISCAYNE BOULEVARD, Suite 900
MIAMI, FLORIDA 33131
TELEPHONE: (305) 579 - 0110
FAX: (305) 579 - 9749

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**FACSIMILE TRANSMISSION
COVER SHEET**

TO: DIVISION OF CORPORATIONS, DEPARTMENT OF STATE
FAX NO. (904) 922-4000
FROM: BLANCA R. MENESES, LEGAL ASSISTANT
CLIENT NO. 6398.003 / BYA II Investment Corporation
DATE: February 29, 1996
NO. OF PAGES (including cover sheet) 4

If you experience any problems in receiving this transmission, please call BLANCA at (305) 579 - 0110.

RE: Fax Audit Number: H96000002746

In connection with the referenced corporation, we transmit herewith the electronic filing cover sheet, together with a fully executed copy of the Articles of Amendment. Please fax to my attention the Certificate of Amendment and a copy of the filed Articles of Amendment.

Should you have any questions pertaining to this matter, please do not hesitate to contact me.

THIS MESSAGE IS INTENDED ONLY FOR THE USE OF THE INDIVIDUAL OR ENTITY TO WHICH IT IS ADDRESSED AND MAY CONTAIN INFORMATION THAT IS PRIVILEGED, CONFIDENTIAL, AND/OR EXEMPT FROM DISCLOSURE UNDER APPLICABLE LAW. IF THE READER OF THIS MESSAGE IS NOT THE INTENDED RECIPIENT OR THE EMPLOYEE OR AGENT RESPONSIBLE FOR DELIVERING THIS MESSAGE TO THE INTENDED RECIPIENT, YOU ARE HEREBY NOTIFIED THAT ANY DISSEMINATION, DISTRIBUTION, OR COPYING OF THIS COMMUNICATION IS STRICTLY PROHIBITED. IF YOU HAVE RECEIVED THIS COMMUNICATION IN ERROR, PLEASE NOTIFY US IMMEDIATELY BY TELEPHONE.

03/01/96 12:10 Fl. Dept. of State pl /1



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

March 1, 1996

AOE INVESTMENT CORPORATION
201 SOUTH BISCAYNE BLVD. STE 900
MIAMI, FL 33131

SUBJECT: AOE INVESTMENT CORPORATION
REF: P95000050436

We received your electronically transmitted document. However, the document has not been filed and needs the following corrections:

Section 15.16(3), Florida Statutes, requires each document to contain in the lower left-hand corner of the first page the name, address, and telephone number of the preparer of the original and, if prepared by an attorney licensed in this state, the preparer's Florida Bar membership number.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6910.

Louise Flemming-Jackson
Corporate Specialist Supervisor

FAX Aud. #: H96000002746
Letter Number: 696A00009194

H96000002746

FILED

MAR -1 PM 3:35

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF AMENDMENT FOR NAME CHANGE

FOR

AOE INVESTMENT CORPORATION

TO

BYA INVESTMENT CORP. II

The undersigned, being the sole Incorporator of AOE 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 AOE Investment Corporation.

2. The Articles of Incorporation for AOE Investment Corporation were filed with the Secretary of State for the State of Florida on June 26, 1995, and the document number assigned to the corporation is P95000050436.

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 Corp. II


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

Prepared by: Jill M. Granat, Esq.
Zuckerman, Spaeder, Taylor and Evans
201 S. Biscayne Blvd., No. 900
Miami FL 33131 H96000002746
(305) 358-5000
FL BAR NO. 884847

H96000002746

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 February, 1996.



Michael Steven Greene, as sole
Incorporator of AOE Investment
Corporation