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ACCOUNT NO. 07210000003

REFERENCE : 641326 81776A

AUTHORIZATION :

COST LIMIT : \$ PREPAID

ORDER DATE : July 13, 1995

ORDER TIME : 12:42 PM

ORDER NO. : 641326

CUSTOMER NO: 81776A

CUSTOMER: William W. Bailey, Esq
WILLIAM W. BAILEY, ESQ

920 Biscayne Building
19 W. Flagler Street
Miami, FL 33130

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****122.50 ****122.50

DOMESTIC FILING

NAME: BILL BAILEY ENTERPRISES, INC.

XX ARTICLES OF INCORPORATION
CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Debbie Skipper

EXAMINER'S INITIALS:

T. BROWN JUL 20 1995

FILED
95 JUL 14 AM 8 05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

~~195-11117~~



FLORIDA DEPARTMENT OF STATE

July 14, 1995

Sandra B. Morlham
Secretary of State

CSC NETWORKS
1201 HAYS STREET
TALLAHASSEE, FL 32301

SUBJECT: BILL BAILEY ENTERPRISES, INC.
Ref. Number: W95000014167

We have received your document for BILL BAILEY ENTERPRISES, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

According to section 607.0202(1)(b) or 617.0202(1)(b), Florida Statutes, you must list the corporation's principal office, and if different, a mailing address in the document. If the principal address and the registered office address are the same, please indicate so in your document.

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) 487-6932.

Teresa Brown
Corporate Specialist

Letter Number: 495A00033827

ARTICLES OF INCORPORATION
OF
BILL BAILEY ENTERPRISES, INC.

95 JUL 1 AM 8 05
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator hereby files these Articles of Incorporation in order to form a corporation under the Laws of the State of Florida.

ARTICLE I

Name

The name of this Corporation shall be:

BILL BAILEY ENTERPRISES, INC.

ARTICLE II

Address

The address of the principal office and the mailing address of the corporation are: Suite 920, Biscayne Building, 19 West Flagler Street, Miami, Florida 33130, telephone number 305-373-6346.

ARTICLE III

Purpose and Nature of Business

The general purpose and nature of business and activities to be transacted and carried on by this Corporation are as follows:

A. To carry on a business in the United States of America or elsewhere in the world as owners, distributors, dealers by assignment, commission merchants or merchants, to buy, sell, manipulate and deal in, at wholesale or retail, merchandise, goods, wares, food products and commodities of every sort, kind or description and to carry on any other business whether manufacturing or otherwise which can be conveniently carried on

with any of the company's objects; to open stores, offices or agencies throughout the United States or elsewhere, or to allow or cause the legal estate and interest in any properties or business acquired, established or carried on by the company to remain or be vested in the name of, or carried on by, any other company formed or to be formed, and either upon trust for, or as agents or nominees of, this company, and to manage the affairs or take over and carry on the business of any other company formed or to be formed, and to exercise all or any of the powers of the company, or of holders of shares of stock or securities of the company, and to receive and to distribute as profits, the dividends and interest on the shares of stock and securities; to purchase or otherwise acquire and undertake, all or any part of the business, property and liabilities of any persons or company, carrying on any kind of business which this company is authorized to carry on; to enter into partnership or into any arrangement for sharing profits, union of interests, reciprocal concessions, or cooperate with any person or company carrying on or about to carry on any business which this company is authorized to carry on, or any business or transaction capable of being conducted so as, directly or indirectly, to benefit this company.

B. Export and Import. To carry on the business of exporters and importers as owners, distributors, dealers by assignment, commission merchants or merchants in respect to buying, selling, trading or dealing in any kind or kinds of

goods, wares and merchandise; and to do a general brokerage, commission, import, forwarding and export business.

C. To invent, design, manufacture and construct any and all manner of articles and items; which may or may not be patented.

D. To enter into and perform contracts of every kind and description, with any person, firm, association, corporation, municipality, county, state, nation or other body politic, or with any colony, dependency or agency of the foregoing.

E. To issue, execute, deliver, endorse, buy, sell, draw, accept and discount notes, drafts, letters of credit, checks and other bills of exchange and other evidences of indebtedness.

F. To acquire by purchase, merger or otherwise, all or any part of the goodwill, rights, property and business of any person, firm, association or corporation; in connection therewith to assume liabilities of any person, firm, association or corporation and, in consideration of any such acquisition, to pay cash, to deliver stock, bonds, other securities or property of any other kind.

G. To such extent as a corporation organized under the Business Corporation Law of this State may now or hereafter lawfully do, to do, either as principal or agent and either alone or in connection with other corporations, firms or individuals, all and everything necessary, suitable, convenient or proper for, or in connection with or incident to, the accomplishment of any of the purposes or the attainment of any one or more of the

objects herein enumerated, or designed directly or indirectly to promote the interests of this Corporation or to enhance the value of its properties; and in general to do any and all things and exercise any and all powers, rights and privileges which a corporation may now or hereafter be organized to do or to exercise under the Business Corporation Law of this State or under any amendatory thereof, supplemental thereto, or substituted therefor.

H. To perform every act necessary or proper for the protection and benefit of the Corporation.

ARTICLE IV

Stock

The authorized capital stock of this Corporation shall consist of 100 shares of Common Stock of no par value. The stock of the Corporation shall be issued for such consideration as may be determined by the Board of Directors. Shareholders may enter into agreements with the Corporation or with each other to control or restrict the transfer of stock and such agreements may take the form of options, rights of first refusal, put and sell agreements or any other lawful form of agreement.

ARTICLE V

Incorporator

The name and street address of the Incorporator of this Corporation is: William W. Bailey
19 West Flagler Street, Suite 920
Miami, Florida 33130

ARTICLE VI

Term of Corporate Existence

This Corporation shall exist perpotually unless dissolved according to law.

ARTICLE VII

Address of Registered Office and Registered Agent

The street address of the initial Registered Office of this Corporation in the State of Florida shall be 19 West Flagler Street, Suite 920, Miami, Florida 33130. The name of the initial Registered Agent of this Corporation, at the above address, shall be William W. Bailey. The Board of Directors may, from time to time, change the Registered Office to any other address in the State of Florida or change the Registered Agent.

ARTICLE VIII

Number of Directors

The business of this Corporation shall be managed by a Board of Directors consisting of not fewer than one (1) person, the exact number to be determined from time to time in accordance with the By-Laws.

ARTICLE IX

Initial Board of Directors

The name and street address of the member of the initial Board of Directors of this Corporation, who shall hold office until the first Annual Meeting of the Shareholders, and

thereafter until his successor is elected is as follows: William W. Bailey, 19 West Flagler Street, Suite 920, Miami, Florida 33130.

ARTICLE X

By-Laws

The Board of Directors shall adopt By-Laws for the Corporation. The By-Laws may be amended, altered, repealed by the shareholders or Directors in any manner permitted by the By-Laws.

ARTICLE XI

Transactions In Which Directors

Or Officers Are Interested

A. No contracts or other transaction between the Corporation and one or more of its Directors or Officers, or between the Corporation and any other Corporation, firm, or entity in which one or more of the Corporation's Directors or Officers are Directors or Officers, or have a financial interest, shall be void or voidable solely because of such relationship or interest, or solely because such Directors or Officer is present at or participates in the meeting of the Board of Directors or a committee thereof which authorizes, approves or ratifies such contract or transaction, or solely because his or their votes are counted for such purpose, if:

1. The fact of such relationship or interest is disclosed or known to the Board of Directors or the committee which authorizes, approves or ratifies the contract or transaction by a vote or consent sufficient for the purpose

without counting the votes or consents of such interested Director or Directors; or

2. The fact of such relationship or interest is disclosed or known to the shareholders entitled to vote thereon, and they authorize, approve or ratify such contract or transaction by vote or written consent; or
3. The contract or transaction is fair and reasonable as to the Corporation at the time it is authorized by the Board of Directors, a committee thereof, or the shareholders.

B. Common or interested Directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or of a committee thereof which authorizes, approves or ratifies such contract or transaction.

ARTICLE XII

Financial Information

The Corporation shall not be required to prepare and provide a balance sheet and a profit and loss statement to its shareholders. Nor shall the Corporation be required to file a balance sheet or profit-and-loss statement in its Registered Office. This provision shall be deemed to have been ratified by the shareholders each year hereafter unless a resolution to the contrary has been adopted by the shareholders.

ARTICLE XIII

Amendments

These Articles of Incorporation may be amended in any manner now or hereafter provided for by Law and all rights conferred upon shareholders hereunder are granted subject to this reservation.

ARTICLE XIV

Commencement of Corporate Existence

The existence of this Corporation shall, in accordance with the provisions of Florida law, commence on the date those Articles are filed with the Florida Secretary of State.

IN WITNESS, the undersigned, being the original subscribing incorporator to the foregoing Articles of Incorporation, has hereunto set his hand and seal this 14 day of July, 1995.

William W. Bailey
WILLIAM W. BAILEY

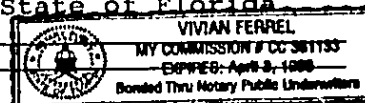
STATE OF FLORIDA }
 } ss.
COUNTY OF DADE }

I HEREBY CERTIFY that on this day personally appeared before me, the undersigned authority, William W. Bailey, who is personally known to me or has produced type of I.D. as identification, who executed the foregoing instrument and he acknowledged before me that he executed same freely and voluntarily for the uses and purposes therein set forth and expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my office seal on this 14 day of July, 1995.

Vivian Ferrel
Notary Public, State of Florida
Printed name: _____
Commission No. _____

My commission expires:



CERTIFICATE DESIGNATING REGISTERED AGENT
AND REGISTERED OFFICE

In compliance with Florida Statutes, Sections 48.091 and 607.034, the following is submitted:

BILL BAILEY ENTERPRISES, INC., desiring to organize as a Corporation under the Laws of the State of Florida, has

designated 19 West Flagler Street, Suite 920, Miami, Florida 33130 as its initial Registered Office and has named WILLIAM W. BAILEY located at said address as its initial Registered Agent.

By: William W. Bailey
WILLIAM W. BAILEY

Having been named Registered Agent for the above-stated Corporation, at the designated Registered Office, the undersigned hereby accepts said appointment and agrees to comply with the provisions of Florida Statutes, Sections 48.091 relative to keeping open said office.

William W. Bailey
WILLIAM W. BAILEY
Registered Agent

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FILED
95 JUL 14 AM 8:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA