

**H95000056596**

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TALLAHASSEE, FL 32399 CONTACT: RAY STORMONT  
FAX: (904) 922-4000 PHONE: (305) 641-3694  
FAX: (305) 641-3770

((H95000008045))) DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.  
NAME: B & B FINANCIAL CONSULTANTS, INC.  
FAX AUDIT NUMBER: H95000008045 CURRENT STATUS: REQUESTED  
DATE REQUESTED: 07/20/1995 TIME REQUESTED: 10:24:17  
CERTIFIED COPIES: 1 CERTIFICATE OF STATUS: 0  
NUMBER OF PAGES: 4 METHOD OF DELIVERY: FAX  
ESTIMATED CHARGE: \$122.50 ACCOUNT NUMBER: 072450003265

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EFFECTIVE DATE  
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*[Handwritten signature]*  
7/17

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95 JUL 21 AM 11:37  
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TALLAHASSEE, FLORIDA

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DIVISION OF CORPORATIONS

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## ARTICLES OF INCORPORATION

④

65 JUL 21 AM 11:37

OF

B & B FINANCIAL CONSULTANTS, INC.  
FALL LAUDERDALE, FLORIDA

The undersigned incorporator for purposes of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation:

- FIRST:** The name of the Corporation is B & B Financial Consultants, Inc. (the "Corporation").
- SECOND:** The street address of the initial principal office and mailing address of the Corporation is 2101 West Commercial Boulevard, Suite 1500, Fort Lauderdale, Florida 33309.
- THIRD:** The Corporation is authorized to issue 7,500 shares of common stock, par value \$.01 per share.
- FOURTH:** The street address of the initial registered office of the Corporation is: Miami Center, 201 South Biscayne Boulevard, Suite 3000, Miami, Florida 33131 and the registered agent at that address is: B & C Corporate Services, Inc.
- FIFTH:** The name and address of the incorporator of the Corporation is: Linda C. Frazier, Broad and Cassel, Miami Center, 201 South Biscayne Boulevard, Suite 3000, Miami, Florida 33131.
- SIXTH:** The Corporation is organized for the purpose of transacting any and all lawful activities or business for which corporations may be formed under Chapter 607 of the Florida Statutes.
- SEVENTH:** The Corporation shall have two directors initially and the number of directors may be increased or diminished from time to time as provided in the Bylaws but shall never be less than two. The names and addresses of the initial directors of the Corporation are:
- |                          |                          |
|--------------------------|--------------------------|
| Steven M. Bronson        | Bruce C. Barber          |
| 2101 W. Commercial Blvd. | 2101 W. Commercial Blvd. |
| Suite 1500               | Suite 1500               |
| Ft. Lauderdale, FL 33309 | Ft. Lauderdale, FL 33309 |
- EIGHTH:** The Corporation expressly elects not to be governed by Section 607.0901 of the Florida Business Corporation Act, as amended from time to time, relating to affiliated transactions.

BROAD & CASSEL  
201 S. BISCAYNE BLVD.  
Miami, FL 33131  
(305) 373.9400

Linda C. Frazier  
FL Bar NO. 0990035

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JAN-09-1988 16:39 FROM

TO

19049224000 P.23

**NOTE:** The Corporation expressly elects not to be governed by Section 607.0902 of the Florida Business Corporation Act, as amended from time to time, relating to control share acquisitions.

**NOTE:** The corporate existence of the Corporation shall commence on the 17th of July, 1995.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 20th day of July, 1995.

  
Linda C. Prasier, Incorporator

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19049224000 P.24

ACCEPTANCE OF APPOINTMENT  
OF  
REGISTERED AGENT

I hereby accept the appointment as registered agent contained in the foregoing Articles of Incorporation and state that I am familiar with and accept the obligations of Section 607.0505 of the Florida Business Corporation Act.

B & C CORPORATE SERVICES, INC.

By: Allison A. Lichter  
Allison A. Lichter, Vice President

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TO: DIVISION OF CORPORATIONS FROM: EMPIRE CORPORATE KIT COMPANY  
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TALLAHASSEE, FL 32399 CONTACT: RAY STORMONT  
FAX: (904) 922-4000 PHONE: (305) 541-3694  
FAX: (305) 541-3770

(((H96000000840))) DOCUMENT TYPE: BASIC AMENDMENT  
NAME: B & B FINANCIAL CONSULTANTS, INC.  
FAX AUDIT NUMBER: H96000000840 CURRENT STATUS: REQUESTED  
DATE REQUESTED: 01/17/1996 TIME REQUESTED: 15:52:43  
CERTIFIED COPIES: 1 CERTIFICATE OF STATUS: 0  
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FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

January 18, 1996

B & B FINANCIAL CONSULTANTS, INC.  
201 SOUTH BISCAYNE BLVD.  
SUITE 3000  
MIAMI, FL 33131

SUBJECT: B & B FINANCIAL CONSULTANTS, INC.  
REF: P95000056596

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Linda Stitt  
Corporate Specialist

FAX Aud. #: H96000000840  
Letter Number: 396A00002252

ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION  
OF  
B & B FINANCIAL CONSULTANTS, INC.

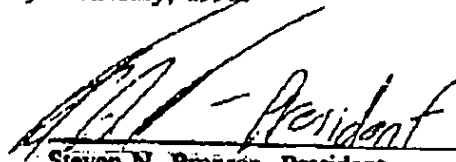
The undersigned, Steven N. Bronson, President of B & B Financial Consultants, Inc., a corporation organized and existing under the laws of the State of Florida (the "Corporation"), hereby certifies pursuant to Section 607.1006 of the Florida Business Corporation Act:

1. The name of the Corporation is B & B Financial Consultants, Inc.
2. Article First of the Articles of Incorporation of the Corporation is amended in its entirety to read as follows:

FIRST: The name of the corporation is B & B Operations, Inc.

3. The foregoing amendment was adopted by the sole shareholder and the Board of Directors of the Corporation by Joint Unanimous Written Consent dated January 12, 1996.

IN WITNESS WHEREOF, the undersigned President of the Corporation has executed these Articles of Amendment this \_\_\_ day of January, 1996.

  
Steven N. Bronson, President

James S. Cascel, P.A.  
Broad and Cassel  
201 S. Biscayne Blvd., Suite 3000  
Miami, Florida 33131  
(305) 373-9400  
Florida Bar #0273457

FILED  
JAN 19 1996  
TELEPHONE