

Strumewitz & Pomerantz, P.A.

NICHAN (ADAMOW 12)
HOWARD L POMERANTZ
MARY N H MOORE
CASEY A FUNDANO
LAUREN S MOSS**

PALM BEACH COUNTY OFFICE
SUITE 114
2409 GLADES ROAD
BOCA RATON FLORIDA 33431

DADE COUNTY OFFICE
SECOND FLOOR
620 SOUTHWEST 20TH STREET
MIAMI, FLORIDA 33135

PLEASE RETURN TO:

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0.000000 0.000000 0.000000
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CASEY A. FUNDARO
CAF:ct
Enc.

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ARTICLES OF INCORPORATION

OF

BCE GROUP, INC.

8/11/95

ARTICLE I - NAME

The name of this corporation is BCE GROUP, INC. and its principal place of business is 273 N.W. 1st Street, Deerfield Beach, FL 33441.

ARTICLE II - DURATION

This Corporation shall have perpetual existence commencing on the date of execution and acknowledgment of these Articles.

ARTICLE III - PURPOSE

This Corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE IV - CAPITAL STOCK

This Corporation is authorized to issue One Thousand (1,000) shares of One Dollars (\$1.00) par value common stock.

ARTICLE V - VOTING RIGHTS

Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding common shares.

ARTICLE VI - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this Corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VII - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is 7800 W. Oakland Park Blvd., Suite A-101, Sunrise, FL 33351, and the initial registered agent at this address is Casey A. Fundaro.

ARTICLE VIII - INITIAL BOARD OF DIRECTORS

This Corporation shall have two (2) directors initially. The number of Directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one (1). The name and address of the initial Director(s) of this corporation are as follows:

Casey A. Fundaro
7800 W. Oakland Park Blvd.
Suite A-101
Sunrise, FL 33351

Bob Wlos
273 N.W. 1st Street
Deerfield Beach, FL 33441

ARTICLE IX - INCORPORATORS

The name and address of the person signing these Articles is:
CASEY A. FUNDARO, 7800 W., OAKLAND PARK BLVD., SUITE A-101, SUNRISE,
FL 33351.

ARTICLE X - AMENDMENT

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

ARTICLE XI - INDEMNIFICATION

This Corporation shall indemnify any officer or director or any former officer or director, to the fullest extent permitted by law either now existing or hereafter enacted.

ARTICLE XII

The private property of the stockholders shall not be subject to the payment of the corporate debts to any extent whatever. The Corporation shall have a first lien on the shares of its stockholders and upon the dividends due them for any indebtedness of such stockholders to the Corporation.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation on this 5th day of AUGUST, 1995.

Casey A. Fundaro
CASEY A. FUNDARO

STATE OF FLORIDA)

COUNTY OF BROWARD)

The foregoing instrument was acknowledged before me this 5th day of AUGUST, 1995, by CASEY A. FUNDARO, who is personally known to me or has produced _____ as identification and who did/did not take an oath.



Karla Hoinkes
Notary Public, State of Florida


Karla Hoinkes
Print, type or stamp name

Comm. Exp. _____ Serial
No. _____


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

In compliance with Section 48.091, Florida Statutes, the following is submitted:

FIRST: That BCE GROUP, INC., desiring to organize or qualify under the Laws of the State of Florida, with its principal place of business at 273 N.W. 1st Street, in the City of Deerfield Beach, County of Broward, State of Florida, has named CASEY A. FUNDARO, located at 7800 W. Oakland Park Blvd., Suite A-101, City of Sunrise, County of Broward, State of Florida, as its agent to accept service of process within the State of Florida.



CASEY A. FUNDARO
Corporate Officer

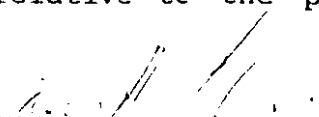


Title



Date

Having been named to accept service of process for the above named corporation, at the place designated in this Certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.



CASEY A. FUNDARO
Resident Agent



Date