

P9500006509

LAW OFFICES OF  
BRUCE JAY TOLAND  
A PROFESSIONAL ASSOCIATION

800 BIRKBEY AVENUE  
SUITE 800  
MIAMI, FLORIDA 33134  
TELEPHONE (305) 375-2516  
TELEFAX (305) 375-5260

August 23, 1995

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

BRUCE JAY TOLAND  
JINA ZUCKERMAN CHEPP  
JAMES M. FISMAN  
STACEY SCHWARTZ GOLDSTEIN  
GARY H. KOHN  
HOWARD D. REICH  
KELECY S. ROARK  
JEFFREY D. RUBINSTEIN  
OF COUNSEL  
ALSO ADMITTED IN PENNSYLVANIA & NEW JERSEY  
ALSO ADMITTED IN NEW YORK

RECEIVED  
AUG 24 1995  
11:11  
112.50 112.50

Re: B & C INTERNATIONAL CONSULTING, INC.

Dear Sir or Madam:

With reference to the above-captioned corporation, please find enclosed TWO original executed copies of the Articles of Incorporation, along with check, payable to the Secretary of State, in the amount of \$122.50, in payment of the following:

Filing fee:	\$35.00
Certified copy fee:	52.50
Registered Agent filing fee:	35.00
	<u>\$122.50</u>

Please return one certified stamped original copy of the Articles of Incorporation to the attention of the undersigned.

Thank you for your usual prompt assistance in this regard.

Very truly yours,

BRUCE JAY TOLAND, P.A.

By: [Signature]  
Bruce Jay Toland, Esq.

BJT:gvk  
enclosures

1995 AUG 29 1995

ARTICLES OF INCORPORATION OF  
B & C INTERNATIONAL CONSULTING, INC.

ARTICLE I  
NAME

The name of the Corporation is, B & C INTERNATIONAL  
CONSULTING, INC.

ARTICLE II  
DURATION

This Corporation shall commence its existence upon the filing  
of these Articles of Incorporation and shall continue perpetually  
thereafter.

ARTICLE III  
PURPOSE

This Corporation is organized for the purpose of transacting  
any and all lawful business under the laws of the State of Florida.

ARTICLE IV  
PRINCIPAL OFFICE

The principal office of the corporation is: c/o Bruce Jay  
Toland, Esquire., 800 Brickell Avenue, Suite 1100, Miami, Florida  
33131.

ARTICLE V  
MAILING ADDRESS

The mailing address of the corporation is: c/o Bruce Jay  
Toland, Esquire., 800 Brickell Avenue, Suite 1100, Miami, Florida  
33131.

ARTICLE VI  
CAPITAL STOCK

This Corporation is authorized to issue One Thousand (1,000)  
shares of One Dollar (\$1.00) par value common stock, which shall be  
designated "Common Shares."

ARTICLE VII  
INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial Registered Office of this Corporation is c/o Bruce Jay Toland, 800 Brickell Avenue, Suite 1100, Miami, Florida 33131, and the name of the initial Registered Agent of this Corporation at that address is BRUCE JAY TOLAND.

ARTICLE VIII  
INCORPORATOR

The name and address of the person signing these Articles is:

Name

Address

BRUCE JAY TOLAND

800 Brickell Avenue, Ste. 1100  
Miami, Florida 33131

ARTICLE IX  
POWERS

This corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act.

ARTICLE X  
AMENDMENT

This Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment to them, and any rights conferred upon the shareholders are subject to this reservation.

ARTICLE XI

INITIAL BOARD OF DIRECTORS AND OFFICERS

This Corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time as provided in the Bylaws of the Corporation. The names and addresses of the initial Directors of the Corporation and Officers are:

Names

John Shepard

Addresses

c/o Bruce Jay Toland, Esquire  
800 Brickell Avenue, Ste. 1100  
Miami, Florida 33131


IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 23 day of August, 1995.

  
BRUCE JAY TOLAND

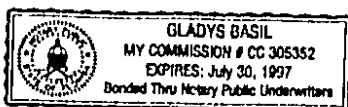
STATE OF FLORIDA :  
 :  
COUNTY OF DADE :

I HEREBY CERTIFY that on this day personally appeared before me, an officer duly authorized to administer oaths and take acknowledgements, BRUCE JAY TOLAND, who is personally known to me and who did not take an oath and, who executed the foregoing Articles of Incorporation, and he acknowledged before me that he signed and executed the same for the purposes therein stated.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at Miami, Dade County, Florida, this 23<sup>rd</sup> day of August, 1995.

  
\_\_\_\_\_  
NOTARY PUBLIC, State of Florida  
at Large

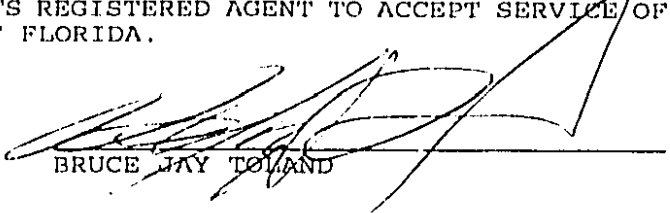
My Commission expires:



CERTIFICATE DESIGNATING REGISTERED OFFICE  
FOR SERVICE OF PROCESS  
WITHIN THE STATE OF FLORIDA, NAMING REGISTERED AGENT (S)  
UPON WHOM PROCESS MAY BE SERVED

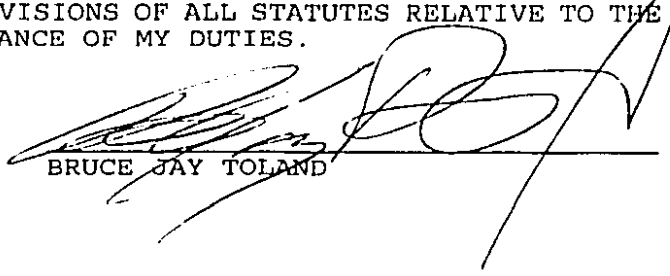
IN COMPLIANCE WITH SECTIONS 607.0501 AND 48.091, FLORIDA  
STATUTES, THE FOLLOWING IS SUBMITTED:

THAT B & C INTERNATIONAL CONSULTING, INC., DESIRING TO  
ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, HAS  
NAMED BRUCE JAY TOLAND, LOCATED AT 800 BRICKELL AVENUE, SUITE 1100,  
MIAMI, FLORIDA 33131, AS ITS REGISTERED AGENT TO ACCEPT SERVICE OF  
PROCESS WITHIN THE STATE OF FLORIDA.

  
\_\_\_\_\_  
BRUCE JAY TOLAND

*8/23/05*  
\_\_\_\_\_  
DATE

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED  
CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY  
AGREE TO ACT IN THE CAPACITY OF REGISTERED AGENT, AND I FURTHER  
AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE  
PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.

  
\_\_\_\_\_  
BRUCE JAY TOLAND