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PRACTICE  
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032

REFERENCE : 707101 01202A

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : December 29, 1995

ORDER TIME : 9:31 AM

ORDER NO. : 707101

CUSTOMER NO: 01202A

CUSTOMER: Robert A. Dickinson, Esq  
ROBERT A. DICKINSON, PA

460 South Indiana Avenue

Englewood, FL 34223

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SECTION OF CORPORATION

DOMESTIC FILING

NAME: BGC ENTERPRISES, INC.

XXXXX ARTICLES OF INCORPORATION  
\_\_\_\_ CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XXXXX CERTIFIED COPY  
\_\_\_\_ PLAIN STAMPED COPY  
\_\_\_\_ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: SERRENA RANDOLPH

EXAMINER'S INITIALS: T. BROWN JAN - 2 1996

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILED

ARTICLES OF INCORPORATION  
OF  
BGC ENTERPRISES, INC.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, do hereby adopt the following Articles of Incorporation:

ARTICLE I. NAME

The name of the corporation is BGC ENTERPRISES, INC.

ARTICLE II. TERM OF EXISTENCE

The duration of the corporation is perpetual.

ARTICLE III. COMMENCEMENT OF BUSINESS

The date and time of the commencement of corporate existence will be upon filing of the Articles of Incorporation with the Secretary of State of Florida.

ARTICLE IV. NATURE OF BUSINESS

The general purposes for which the corporation is organized are:

1. To manage, advise, consult with or act as an agent or intermediary on behalf of third parties, firms, businesses, corporations, trusts or other enterprises, business structures, entities or individuals regarding the leasing of employees, vehicles, equipment or information necessary, appropriate or required by such third party.

2. To purchase, or in any way acquire for investment or for sale or otherwise, lands, contracts for the purchase or sale of lands, buildings, improvements, and any other real property of any kind or any interest therein, and as the consideration for same to pay cash or to issue the capital stock, debenture bonds, mortgage bonds, or other obligations of the corporation, and to sell, convey, lease, mortgage, deed in trust, turn to account, or otherwise deal with all or any part of the property of the corporation; to make and obtain loans upon real estate, improved or unimproved, and upon personal property, giving or taking evidences of indebtedness and securing the payment thereof by mortgage, trust deed, pledge or otherwise, and to enter into contract to buy or sell any property, real or personal; to buy and sell mortgages, trust deeds, contracts, and evidences of indebtedness; to purchase or otherwise acquire, for the purpose of holding or disposing of the same, real or personal property of every kind and description, including the good will, stock, rights, and property of any person, firm, association, or corporation, paying for the same in cash, stock, or bonds of this corporation; and to draw, make, accept, endorse, discount, execute, and issue promissory notes, bills of exchange, warrants, bonds, debentures, and other negotiable or transferable instruments, or obligations of the corporation, from time to time, for any of the objects or purposes of the corporation without restriction or limit as to amount.

3. To transact any other lawful business for which corporations may be incorporated under the Florida General

Corporation Act or engage in any other trade or business which can, in the opinion of the Board of Directors of the corporation, be advantageously carried on in connection with or auxiliary to the foregoing business.

ARTICLE V. CAPITAL STOCK

The total number of shares of capital stock which the corporation shall be authorized to issue is ten thousand (10,000) shares. Such shares shall be of a single class of common stock and shall have no nominal or par value.

ARTICLE VI. CAPITAL STRUCTURE

The corporation is authorized to issue only one class of stock, and all issued stock shall be held of record by not more than 35 persons. Stock will be issued and transferred to only (i) natural persons, (ii) estates, or (iii) a trust defined in Section 1361(c)(2) (or its successor section) of the Internal Revenue Code. In addition, no stock shall be issued or transferred to nonresident alien.

ARTICLE VII. CAPITALIZATION

The amount of capital with which the corporation will begin to practice and engage in business shall not be less than \$500.00.

ARTICLE VIII. STOCKHOLDER'S RIGHTS - DETERMINATION OF CONSIDERATION FOR WHICH SHARES ARE TO BE ISSUED

The stockholders shall have the right to determine in every instance the consideration for which the shares of the corporation shall be issued, which amount shall not be less than the stated par value per share.

ARTICLE IX. STOCKHOLDERS' RIGHTS - RESERVATION OF POWER TO  
ADOPT, AMEND, AND REPEAL BYLAWS

The power to make, alter, amend, and repeal the Bylaws of the corporation shall be reserved to the stockholders of the corporation.

ARTICLE X. DIRECTORS

The corporation shall be governed by Florida Statutes, Chapter 607 entitled "Florida General Corporation Act". The business of the corporation shall be managed by a board of directors consisting of one (1) director initially, and by not more than five (5). The name and address of the person who shall serve as the member of the initial board of directors is:

<u>NAME</u>	<u>ADDRESS</u>
John B. Shank	2950 North Beach Road Unit B412 Englewood, FL 34223

ARTICLE XI. REMOVAL BY STOCKHOLDERS

The stockholders shall have the right at any regular meeting, or at any special meeting called for such purpose, to remove any director of the corporation with or without cause.

ARTICLE XII. PRINCIPAL ADDRESS

The initial street address of the corporation's principal office is 2950 N. Beach Road, Unit B-412, Englewood, FL 34223.

ARTICLE XIII. REGISTERED AGENT

The name and address of the initial registered agent is:

<u>NAME</u>	<u>ADDRESS</u>
Robert A. Dickinson	460 S. Indiana Avenue Englewood, Florida 34223

ARTICLE XIV. INCORPORATORS

The name and address of each person signing these Articles of Incorporation as Incorporator and Subscriber thereto are:

NAME

ADDRESS

John B. Shank

2950 N. Beach Road  
Unit B-412  
Englewood, FL 34223

ARTICLE XV. INDEMNIFICATION

A. The corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit, or proceeding, whether civil or criminal, administrative or investigative, by reason of the fact that he or she is or was an officer, employee, or agent of the corporation, or is or was serving at the request of the corporation as an officer, employee or agent of another corporation, partnership, joint venture, trust, or other enterprise, against expenses (including attorneys' fees reasonably incurred by him or her in connection with such action, suit, or proceeding, including any appeal thereof, if he or she acted in good faith or in a manner he reasonably believed was unlawful. However, with respect to an action by or in the right of the corporation to procure a judgment in its favor, no indemnification shall be made in respect of any claim, issue, or matter as to which such person is adjudged liable for negligence or misconduct in the performance of his duty to the corporation unless, and only to the extent that, the court in which such action or suit was brought determines, on application, that despite the adjudication of liability, such person is fairly and reasonably entitled to indemnity in view of all the circumstances of the case. Any indemnification hereunder shall be made only on a determination by a majority of stockholders, that indemnification is proper in the particular circumstances because the party to be indemnified has met the applicable standard of conduct. Determination of any action, suit, or proceeding by judgment order, settlement, conviction, or on a plea of nolo contendere or its

equivalent, shall not, of itself, create a presumption that the party did not meet the applicable standard of conduct. Indemnification hereunder may be paid by the corporation in advance of the final disposition of any action, suit, or proceeding, on a preliminary determination that the officer, employee, or agent met the applicable standard of conduct and on receipt of an undertaking by or on behalf of the officer, employee, or agent to repay such amount, unless it is ultimately determined that he is entitled to be indemnified by the corporation as authorized in this section.

B. The corporation shall also indemnify any officer, employee, or agent who has been successful, on the merits or otherwise, in defense of any action, suit, or proceeding, or in defense of any claim, issue, or matter therein, against all expenses, including attorneys' fees, actually and reasonably incurred by him in connection therewith, without the necessity of an independent determination that such officer, employee or agent met any appropriate standard of conduct.

C. The indemnification provided for herein shall continue as to any person who has ceased to be an officer, employee, or agent, and shall inure to the benefit of the heirs, executors, and administrators of such person.

D. In addition to the indemnification provided for herein, the corporation shall have power to make any other or further indemnification, except an indemnification against gross negligence or willful misconduct under any resolution or agreement duly adopted by a majority of disinterested stockholders.

E. If any expenses or other amounts are paid by way of indemnification, otherwise than by court order or action by the stockholders, the corporation shall, not later than the time of delivery to the stockholders of written notice of the next annual meeting, unless such meeting is held within three (3) months from the date of such payment, and, in any event, within fifteen (15) months from the date of such payment, deliver by mail to each stockholder of record at the time entitled to vote for the election of directors, a statement specifying the persons paid, the amount

paid, and the nature and status at the time of such payment of the litigation or threatened litigation.

ARTICLE XVI. DIRECTORS - INSURANCE AGAINST PROFESSIONAL LIABILITY

The corporation shall have power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the corporation, or who is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprises, against any liability asserted against him and incurred by him in any such capacity, or arising out of his status as such, whether or not the corporation would have authority to indemnify him against such liability under the provisions of these Articles, or under law.

ARTICLE XVII. ALIENATION OF SHARES - RESTRICTIONS

A. No shareholder of this corporation may sell or transfer his share of stock in this corporation except to another individual who is eligible to be a shareholder of such corporation.

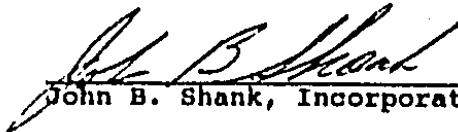
B. No shareholder shall transfer or encumber his shares of capital stock of the corporation to any person, firm or corporation without the consent of the other shareholders unless shareholder desiring to make the transfer or encumbrance shall first make the offer to sell to the corporation and remaining shareholders in the manner prescribed in the Bylaws of this corporation.

ARTICLE XVIII. DISSOLUTION

The corporation may dissolved at any time by: (1) unanimous written consent of the shareholders; or (2) on the affirmative vote of the holders of at least two-thirds of the outstanding shares of the corporation entitled to vote thereon. On dissolution, the corporate property and assets shall, after payment of all debts of the corporation, be distributed to the shareholders pro rata, each shareholder to participate in the distribution in direct proportion to the number of shares held by him.



IN WITNESS WHEREOF, I, the undersigned Incorporator and Subscriber of this corporation have executed these Articles of Incorporation at Englewood, Sarasota County, Florida on the 12<sup>th</sup> day of December, 1995.

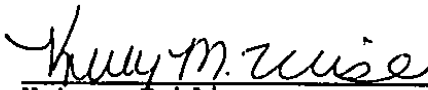
  
John B. Shank, Incorporator

STATE OF FLORIDA

COUNTY OF SARASOTA

I HEREBY CERTIFY that on this day before me, a Notary Public duly authorized in the state and county above-named to take acknowledgments, personally appeared, John B. Shank, to me known to be the individual described as the Incorporator and Subscriber, and who executed the foregoing Articles of Incorporation and who acknowledged before me that he subscribed to these Articles of Incorporation.

WITNESS my hand and official seal in the county and state named above this 12<sup>th</sup> day of December, 1995.

  
Notary Public

My Commission Expires:



Official Seal  
KELLY M. WISE  
Notary Public, State of Florida  
My Comm. Expires May 11, 1996  
No. CC200333  
Bonded thru W.R. Duke Insurance

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 **BGC ENTERPRISES, INC.** DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, HAS NAMED ROBERT A. DICKINSON, LOCATED AT 460 SOUTH INDIANA AVENUE, ENGLEWOOD, SARASOTA COUNTY, FLORIDA, AS ITS AGENT TO ACCEPT SERVICE OR PROCESS WITHIN FLORIDA.

BGC ENTERPRISES, INC.

By: *John B. Shank*  
John B. Shank, President

Date: December 12, 1995

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 THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.

*Robert A. Dickinson*  
Robert A. Dickinson

Date: December 12, 1995

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TALLAHASSEE, FLORIDA