

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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BECEIVED



Secretary of State

January 4, 1996

CORPORATE CREATIONS INTERNATIONAL INC.

HIAMI BEACH, PL

SUBJECT: BCP ASSOCIATES INC.

RET: W96000000177

We received your electronically transmitted document. However, the document has not been filed and needs the following corrections:

DID NOT RECIEVED 1ST PAGE OF ARTICLES, PLEASE RE-PAX.

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) 487-6934.

Loria Poole Corporate Specialist

FAX Aud. #: 896000000129 Letter Number: 996A00000326

H96000000129

Articles of Incorporation of BCP Associates Inc.

EFFECTIVE DATE

Article I. Name

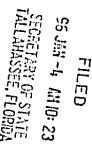
The name of this Florida corporation is BCP Associates Inc.

Article II. Address

The mailing address of the Corporation is:

74.

BCP Associates Inc. P.O. 538 Crestview, FL 32536



Article III. Capital Stock

The Corporation shall have the authority to issue 1,000 shares of common stock, par value zero per share.

Article IV. Registered Agent

The name and address of the registered agent of the Corporation is:

Corporate Creations Enterprises Inc. 4521 PGA Boulevard, Suite 211 Palm Beach Gardens, FL 33418

Article V. Board of Directors

The affairs of the Corporation shall be managed by a Board of Directors consisting of no less than one director. The number of directors may be increased or decreased from time to time in accordance with the Bylaws of the Corporation. The election of directors shall be done in accordance with the

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American Incorporators, Ltd. 1220 North Market Street, Suite 606 Wilmington, DE 19801 (302) 421-5752 Bylaws. The directors shall be protected from personal liability to the fullest extent permitted by law. The name of each initial member of the Corporation's Board of Directors is:

Mildred L. Belodeau

Article VI. Incorporator

The name and address of the incorporator is:

Corporate Creations International Inc. 401 Ocean Drive, Suite 312 Miami Beach, FL 33139

Article VII. Corporate Existence

The corporate existence of the Corporation shall begin effective as of January 3, 1996.

The authorized representative of the incorporator executed these Articles of Incorporation on January 3, 1996.

Corporate Creations International Inc.

Luis A. Uriarte, Vice President

CERTIFICATE OF DESIGNATION REGISTERED AGENT/REGISTERED OFFICE

CORPORATION: BCP Associates Inc.

REGISTERED AGENT: Corporate Creations Enterprises Inc. 4521 PGA Boulevard, Suite 211 Palm Beach Gardens, FL 33418

I agree to act as registered agent to accept service of process for the corporation named above at the place designated in this Certificate. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.

Corporate Creations Enterprises Inc.

Luis A. Uriarte, Vice President

Date: January 3, 1996

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1(Corp	NAME(S) & DOCUMENT Notation Name)	(Document #) (Document #) (Document #)	- - -
□ Walk in □	Pick up time Will wait Photoco		- -2462
Profit NonProfit Limited Liability Domestication Other	Amendment Resignation of R.A., Officer/ Change of Registered Agent Dissolution/Withdrawal Merger	-01/22/970 *****35.00 r/ Director	01071004 ******35.00
Annual Report Fictitious Name Name Reservation	Foreign Limited Partnership Reinstatement Trademark Other	- Voldis	1 7 199 7

Examiner's Initials



FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State

January 28, 1997

MILDRED L. BELODEAU 214 AMELIA PLACE CRESTVIEW, FL 32539

SUBJECT: BCP ASSOCIATES INC.

Ref. Number: P96000000849

We have received your document for BCP ASSOCIATES INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Articles of Dissolution must comply with either section 607.1401 or 607.1403, Florida Statutes.

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) 487-6909.

Velma Shepard Corporate Specialist

Letter Number: 697A00004191

97 FEB 12 AH II: 54 DIVISION OF CORPORATIONS

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	ARTICLES OF DISSOLUTION 97FEB
Pursuant to articles of o	ARTICLES OF DISSOLUTION 97 FEB 12 PA 607.1401, Florida Statutes, this Florida profit corporation submits the following dissolution:
FIRST:	The name of the corporation is: BCP ASSOCIATES, INC.
SECOND: THIRD:	The articles of incorporation were filed on: 4 JANMARY 1996 (CHECK ONE)
	None of the corporation's shares have been issued.
	The corporation has not commenced business.
FOURTH:	No debt of the corporation remains unpaid.
FIFTH:	The net assets of the corporation remaining after winding up have been distributed to the shareholders, if shares were issued.
SIXTH:	Adoption of Dissolution (CHECK ONE)
	A majority of the incorporators authorized the dissolution.
	A majority of the directors authorized the dissolution.
Sign	ed this 6 day of February, 1997.
Signatu	(By the chairman or vice chairman of the board, president, or other officer - if there are no officers or directors, by an incorporator.)
	Mildred L. Belodeau (Typed or printed name)
	Director/president