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20803 Biscayne Boulevard, Suite 301
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January 10, 1996

via federal express

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

100001687121
-01711796--01083--006
*****122.50 *****122.50

RE: B & S (BIRD BAY), INC.

Dear Sir or Madam:

Enclosed please find an original and copy of the Articles of Incorporation for the above referenced Corporation. I have also enclosed my check in the amount of \$122.50 representing the filing fee and the amount to obtain a certified copy of the Articles of Incorporation.

I have also enclosed a return Federal Express Air Bill in order that the certified copy may be returned to the undersigned as soon as possible.

If you have any questions or comments please do not hesitate to contact me.

Sincerely,

Alan J. Marcus

ALAN J. MARCUS

*Dmc
1-12-96*

AJM/jo
encl.

FILED
96 JAN 11 PM 3:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

EFFECTIVE DATE

1-8-96

ARTICLES OF INCORPORATION
OF
B & S (BIRD BAY) INC.

FILED
96 JAN 11 PM 3:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME OF CORPORATION

The name of the corporation shall be B & S (BIRD BAY) INC.

EFFECTIVE DATE
1-8-96

ARTICLE II - CORPORATE ADDRESS

The principal office of the corporation and mailing address is 20803 Biscayne Blvd., Suite 301, N. Miami Beach, FL 33180.

ARTICLE III - BEGINNING OF CORPORATE EXISTENCE

The existence of this corporation shall commence on the 8th day of January, 1996; provided that if such day be authorized under law, then on the earliest day allowable pursuant to Florida law for commencement of corporate existence.

The existence of this corporation shall be perpetual.

ARTICLE IV - PURPOSE

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

ARTICLE V - CAPITAL STOCK

The capital stock authorized, the par value thereof, and the class of such stock shall be as follows:

<u>NUMBER OF SHARES AUTHORIZED</u>	<u>PAR VALUE PER SHARE</u>	<u>CLASS OF STOCK</u>
1,000	\$1.00	Common

ARTICLE VI - PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for each cash or 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 pro rata share thereof (as nearly as may be done without the issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VII - INITIAL REGISTERED AGENT AND OFFICE

The street address of the initial registered office of this corporation and the name of the initial registered agent of this Corporation at such address are as follows:

<u>REGISTERED AGENT</u>	<u>STREET ADDRESS OF REGISTERED AGENT</u>
ALAN J. MARCUS, ESQ.	20803 Biscayne Blvd. Suite 301 N. Miami Beach, FL 33180

ARTICLE VIII - INITIAL BOARD OF DIRECTORS

The corporation shall have one director 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. The initial director of this Corporation shall be the incorporator named below.

ARTICLE IX - INCORPORATOR

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

NAME

ADDRESS

ALAN J. MARCUS, ESQ.

20803 Biscayne Blvd.
Suite 301
N. Miami Beach, FL 33180

ARTICLE X - INDEMNIFICATION

The Corporation shall indemnify all officers and directors, and former officers and directors, to the fullest extent permitted by law as the law now exists or may be amended hereafter.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 8 day of January, 1996.



ALAN J. MARCUS
Incorporator

STATE OF FLORIDA)
)SS.
COUNTY OF DADE)

BEFORE ME, the undersigned authority, this day, personally appeared ALAN J. MARCUS to me () personally known, or () who presented as I.D.: _____ who did take an oath, and known to me to be the same person described in and who executed the foregoing Articles of Incorporation, and he acknowledged the foregoing to be his act and deed.

IN TESTIMONY WHEREOF, I have hereunto subscribed my name and affixed my seal of office the day and year above written.

SEAL:



JANNETTE ORINUELA
My Commission CC428471
Expires Dec 08 1998
Bonded by HAI
800-422 1566


NOTARY PUBLIC STATE OF FLORIDA

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

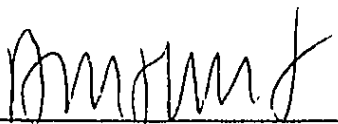
B & S (BIRD BAY) INC.

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in submitted,
in compliance with said Act:

First - that B & S (BIRD BAY) INC.

desiring to organize under the law of the State of Florida, with its principal office as indicated in the
Articles of Incorporation at 20803 Biscayne Blvd., Suite 301, N. Miami Beach, FL 33180. appoints
the undersigned as its agent to accept service of Process within this State.

Having been named to accept Service of Process for the above stated Corporation at the place
designated in this Certificate, I am hereby familiar with and accept the duties and responsibilities as
Registered Agent for said corporation an to act in this capacity and agree to comply with the
provision of said Act relative to keeping open said office.


ALAN J. MARCUS, ESQ.

FILED
96 JAN 11 PM 3:28
CLERK OF THE STATE
JANUARY 11 1996
MIAMI, FLORIDA