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2/01/96

FLORIDA DIVISION OF CORPORATIONS

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TO: DIVISION OF CORPORATIONS FROM: IMPERIAL CORPORATION

DEPARTMENT OF REVENUE 149 W. FLAGLER ST.

STATE OF FLORIDA SUITE 200

409 EAST BAY STREET MIAMI FL 33133

TALLAHASSEE FL 32301

CONTACT: RAY STORMONT

PHONE: (305) 541-3694

FAX: (904) 922-4000

FAX: (305) 541-3770

((H96000001558)) DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: BJJM, INC.

FAX AUDIT NUMBER: H90000001550

CURRENT STATUS: REQUESTED

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*[Handwritten signature]*

DIVISION OF CORPORATIONS

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TALLAHASSEE  
FLORIDA

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ARTICLES OF INCORPORATION  
OF  
BJJM, INC.

THE UNDERSIGNED, has executed the following document as incorporator of the above named corporation, a corporation organized under the laws of the State of Florida, and all rights duties and obligations of the undersigned as incorporator, and those of the corporation, are to be determined in accordance with the laws of the State of Florida.

ARTICLE I

The name of this corporation shall be: BJJM, INC.

ARTICLE II

This corporation shall commence existence upon the filing of these Articles of Incorporation by the Department of State, State of Florida, and shall have perpetual existence.

ARTICLE III

The principal place of business and mailing address of this corporation shall be: 535 NORTH MILITARY TRAIL SUITE 19  
WEST PALM BEACH FLORIDA 33407

ARTICLE IV

The general nature of the business and objects and purposes proposed to be transacted and carried on by this corporation are to do any and all of the things herein mentioned, as fully and to the same extent as natural persons might do, viz:

- (1) Transact any and all lawful business.
- (2) Said corporation shall further have powers:

To have perpetual succession by its corporate name;

To sue and be sued, complain, and defend in its corporate name in all actions or proceedings;

To have a corporate seal, which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed, affixed, or in any other manner reproduced;

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To purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use, and otherwise deal in and with real or personal property or any interest therein, wherever situated;

To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer, and otherwise dispose of all or any part of its property and assets;

To lend money to, and use its credit to assist, its officers and employees in accordance with Florida Statute §607.141;

To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligations of, other domestic or foreign corporations, associations, partnerships, or individuals, or direct or indirect obligations of the United States or of any other government, state, territory, governmental district, or municipality or of any instrumentality thereof;

To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises, and income;

To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security of the payment of funds so loaned or invested;

To conduct its business, carry on its operations, and have offices and exercise the powers granted by this act within or without this state;

To elect or appoint officers and agents of the corporation and define their duties and fix their compensation.

To make and alter bylaws, not inconsistent with its articles of incorporation or with the laws of this state, for the administration;

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To make donations for the public welfare or for charitable, scientific, or educational purposes;

To transact any and all lawful business which the board of directors shall find will be in aid of governmental policy;

To pay pensions and establish pension plans, profit sharing plans, stock bonus plans, stock option plans, and other incentive plans for any or all of its directors, officers, and employees and for any or all of the directors, officers, and employees of its subsidiaries;

To be a promoter, incorporator, partner, member, associate, or manager of any corporation, partnership, joint venture, trust, or other enterprise;

To have and exercise all powers necessary of convenient to effect its purposes;

To indemnify any person who by reason of the fact that he is or was a director, officer, employee or agent of the corporation to the full extent as permitted by Florida Statute S607.014;

#### ARTICLE V

The aggregate number of shares which this corporation shall have authority to issue is the total sum of 100 shares, having an individual par value of \$ 1.00

Unless otherwise stated in these articles, or in an amendment to these articles, there shall be only one (1) class of stock of this corporation.

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ARTICLE VI

The name and street address of the initial Registered Agent of this corporation shall be: SCOTT M. BENDER  
7522 WILES ROAD SUITE 205  
CORAL SPRINGS FL 33067

ARTICLE VII

The initial board of Directors shall consist of a total of 3 person(s) and the name and address of the person(s) who are to serve as an initial director(s) is:


ROBERT ESTNER	535 NORTH MILITARY TRAIL SUITE 19 WEST PALM BEACH FLORIDA 33407
JAMES HUFF	535 NORTH MILITARY TRAIL SUITE 19 WEST PALM BEACH FLORIDA 33407
MARK PARILLO	535 NORTH MILITARY TRAIL SUITE 19 WEST PALM BEACH FLORIDA 33407

ARTICLE VIII

The name and address of the incorporator executing these Articles of Incorporation is:

EMPIRE CORPORATE KIT OF AMERICA, INC.  
1492 W. FLAGLER STREET #200  
MIAMI FLORIDA 33135

The undersigned has executed these Articles of Incorporation this 01 day of FEBRUARY, 1996.

  
Incorporator  
RAY C. STORMONT FOR  
EMPIRE CORPORATE OF AMERICA, INC.

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**CERTIFICATE OF DESIGNATION  
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the state of Florida.

First that BJTM, INC.  
(Name of Corporation)  
desiring to organize under the laws of the State of FLORIDA  
(Florida)  
with its principal office, as indicated in the articles of  
incorporation has named SCOTT HENDER  
(Name of Registered Agent)  
located at 7522 WILES ROAD SUITE 205  
City of CORAL SPRINGS County of BROWARD  
(City) (County)

State of Florida, as its agent to accept service of process within this state.

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

SIGNATURE

Registered Agent

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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SCOTT M. BENDER, ESQ.  
ATTORNEY AT LAW

7446 ROYAL PALM BLVD  
MARGATE, FL 33063

TELEPHONE (954) 975-6868  
TOLL FREE (800) LAW-3631  
PAGER (954) 992-3407  
FAX (954) 975-8121

P96000010263

April 24, 1996

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

600001802746  
-05/01/96--01024--020  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

Re: BJJM, Inc. ; Document # P96000010263

Dear Sir/Madam:

Please be advised that I am the registered agent for the above named corporation. Effective immediately please note my new address and telephone number as reflected on the letterhead above. Please adjust your records accordingly.

Furthermore, please also find enclosed Articles of Amendment to Articles of Incorporation as to the above named corporation, along with my \$35.00 check #449 as payment for same.


Yours truly,

  
Scott M. Bender, Esq.

SMB/af  
encl: as noted

Scott Bender GAVE  
ARTICLES OF AMENDMENT BY PHONE TO  
607-1006 / Directors Alford  
CORRECT DIRECTOR  
DATE 5/8/96 signed  
DOC. EXAM. DL

FILED  
96 APR 29 PM 1:02  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

  
5/8/96  
DL



ARTICLES OF AMENDMENT  
to  
ARTICLES OF INCORPORATION  
of

BJJM, Inc.

Pursuant to the provisions of section **607.1006** Florida Statutes, the undersigned Florida nonprofit corporation adopts the following articles of amendment to its articles of incorporation.

**FIRST:** Amendment(s) adopted: (INDICATE ARTICLE NUMBER(S) BEING AMENDED, ADDED OR DELETED.)

See Attached Exhibit "A".

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96 APR 29 PM 1:02  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**SECOND:** The date of adoption of the amendment(s) was: 4/22/96

**THIRD:** Adoption of Amendment (CHECK ONE)



THE AMENDMENT(S) WAS/WERE ADOPTED BY THE BOARD OF DIRECTORS  
WITHOUT SHAREHOLDER ACTION AND SHAREHOLDER ACTION WAS NOT  
REQUIRED.

BJJM, Inc.

Corporation Name

Mark Parillo

Signature of Chairman, Vice Chairman, President or other officer

Mark Parillo

Typed or printed name

Vice President Director 4/22/96

Title

Date

**EXHIBIT "A"**  
**to**  
**Articles of Amendment to Articles of Incorporation of BJJM, Inc.**

**First:**

- A. Article III is amended, as follows:**

**Article III**

**The principal place of business and mailing address of this corporation shall be:**

**c/o Scott M. Bender, Esq.  
7446 Royal Palm Blvd.  
Margate, FL 33063**

- B. Article VI is amended, as follows:**

**Article VI**

**The name and street address of the initial Registered Agent of this corporation shall be:**

**c/o Scott M. Bender, Esq.  
7446 Royal Palm Blvd.  
Margate, FL 33063**

- C. Article VII is amended, as follows:**

**Article VII**

**The Board of Directors shall consist of a total of 3 persons and the names and addresses of the persons who are to serve as directors are:**

<b>Joseph Parillo</b>	<b>5709 Guava Drive Tamarac, FL 33319</b>
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<b>James Huff</b>	<b>5709 Guava Drive Tamarac, FL 33319</b>
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<b>Mark Parillo</b>	<b>5709 Guava Drive Tamarac, FL 33319</b>
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