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TO: DIVISION OF CORPORATIONS

FROM:

EPIC COMPANY, INC.

DEPARTMENT OF STATE

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STATE OF FLORIDA

SUITE 200

400 EAST PALM BEACH STREET

MIAMI FL 33136

TALLAHASSEE FL 32399

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DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: BMG INTERNATIONAL, INC.

FAX AUDIT NUMBER: H90000002017

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ARTICLES OF INCORPORATION  
OF  
BMB International, Inc.

FILED  
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TALLAHASSEE, FLORIDA  
5 FEB 12 PM 3:10

Bruce Boro, the undersigned incorporator, hereby associates himself and makes, subscribes, acknowledges and files, with the Secretary of State of the State of Florida, these Articles of Incorporation and forms a Corporation for profit under the laws of the State of Florida.

ARTICLE I

The name of the Corporation shall be: BMB International, Inc.

ARTICLE II

The initial post office address and principal office for the conduct of business of the Corporation is:

643 Lake Blvd.  
Ft. Lauderdale, Florida 33326

ARTICLE III

The name of the Registered Agent is:

Douglas M. Horn, Esq.  
Fronstin & Horn, P.A.  
The Spectrum 1500 Building  
1500 N.W. 49th Street, Suite 533  
Ft. Lauderdale, Florida 33309

ARTICLE IV

Purposes and Powers

The general nature of the business to be transacted by the Corporation is to such extent as a Corporation organized under Chapter 607 of the Florida Statutes may now or hereafter lawfully do.

ARTICLE V

Capital Stock Authorized

The maximum number of shares of stock which this Corporation is authorized to have outstanding at any one time is One hundred (100) shares of common stock at One Dollar (\$1.00) par value.

Prepared By:  
Douglas M. Horn  
Fronstin & Horn, P.A.  
FL Bar No. 818156  
The Spectrum 1500 Bldg.  
1500 N.W. 49th St. Suite 533  
Fort Lauderdale, FL 33309

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**ARTICLE VI****Duration**

The term for which this Corporation shall be perpetual and the business of the Corporation shall be conducted, carried on and managed by the officers of this Corporation and a Board of Directors composed of one (1) or more members which number may be altered from time to time by the by-laws of this Corporation within limitations prescribed by law.

The officers of this Corporation shall be a President and any other officers as the Board of Directors may deem expedient.

**ARTICLE VII****Subscribers and Initial Board of Directors**

The names, addresses, number of shares subscribed to and consideration therefore, of the original subscribers to these Articles of Incorporation, and the names of the first Board of Directors of this Corporation, who, subject to the by-laws and laws of the state of Florida, shall hold office until the first annual meeting of the Corporation, or until successors are elected and have been qualified, are as follows:

DIRECTOR(S)	NUMBER OF SHARES	CONSIDERATION
Bruce Boro 643 Lake Blvd. Ft. Lauderdale, FL 33326	100	\$100.00

**ARTICLE VIII****Pre-emptive Rights**

In the event of an issue of non-issued capital stock or of new stock, should the stock be increased, the existing stockholders at the time of such issue shall have the right to subscribe for and to purchase such stock so issued in a number of shares proportionate to the amount owned at the time of said subsequent issue. In the event that one or more of the stockholders shall fail or refuse to exercise their option, his or their right to subscribe shall inure to the benefit of the other stockholders.

Written notice of intention to issue non-issued capital stock or new stock shall be given by the Corporation to all stockholders and the stockholders shall notify the Corporation of their intention to subscribe within (15) days after such notice.

**ARTICLE IX**

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**Amendments**

The articles of Incorporation may be amended, changed, altered or repealed in the manner now or hereafter prescribed by the Florida Statutes and all rights conferred upon stockholders herein are granted subject to this reservation.

WITNESS our respective hands and seals this 6<sup>th</sup> day of February, 1996.

STATE OF FLORIDA }

COUNTY OF Broward }

SS:

I HEREBY CERTIFY that on this day before me, a Notary Public duly authorized in the State of Florida and County of Broward, to take acknowledgements personally appeared to me known to be the person described as subscriber to the foregoing Articles of Incorporation and who executed the same, and acknowledge before me that she subscribed to those Articles of Incorporation.

WITNESS my hand and official seal in the County and State named above this 6<sup>th</sup> day of February, 1996.

Douglas M. Horn  
NOTARY PUBLIC, State of Florida

My Commission Expires:



Douglas M. Horn  
My Commission OC616643  
Expires Dec. 67, 1996

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

Pursuant to Chapter 48.901, Florida Statutes, the following is submitted in compliance with said Act.

First, that BMB International, Inc., desiring to organize under the laws of the State of Florida, with its principal office as indicated at Article II of the within Articles of Incorporation, at 643 Lake Blvd., Fort Lauderdale, Florida 33326.

has named Douglas M. Horn

Located at The Spectrum 1500 Building, 1500 N.W. 49th Street, Suite 533, Fort Lauderdale, Florida 33309

as its agent to accept Service of Process within this state.

**ACKNOWLEDGEMENT**

Having been named to accept service of Process for the above named Corporation, at the place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.

*Douglas M. Horn*  
 \_\_\_\_\_  
 Registered Agent

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 TALLAHASSEE, FLORIDA

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