

P96000019805

LAW OFFICES OF

WACKEEN, CORNETT & GOOGE, P.A.

W. THOMAS WACKEEN\*  
JANE L. CORNETT  
HOWARD E. GOOGE  
DEBORAH L. ROSS  
MICHAEL J. McCLUSKEY  
DAVID D. EAHLE

CHARLES W. SINGER  
OF COUNSEL

\*BOARD CERTIFIED CIVIL TRIAL LAWYER

401 EAST OSCEOLA ST.  
FIRST FLOOR  
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POST OFFICE BOX 66  
STUART, FLORIDA 34995  
(407) 286-2090  
FAX (407) 286-2095

February 28, 1996

Secretary of State  
Corporate Records Bureau  
Division of Corporations  
Department of State  
Post Office Box 6327  
Tallahassee, Florida 32301

RE: Ferrari Enterprises, Inc.

Dear Sir/Madam:


Enclosed for filing are an original and one copy of the Articles of Incorporation and Certificate of Resident Agent for Ferrari Enterprises, Inc. Also enclosed is the check in the amount of \$122.50, which represents the following:

|                      |         |
|----------------------|---------|
| Certification        | \$52.50 |
| Registered Agent Fee | \$35.00 |
| Filing Fee           | \$35.00 |

It is requested that, in accordance with Florida Statute 607.167, the commencement date for corporate existence shall be February 28, 1996.

Thank you for your assistance in this matter and should you have any questions, please do not hesitate to give me a call.

Sincerely,

  
Howard E. Googe, Jr., Esq.  
HEG/dmj  
Enclosures

MAR 4 1996 BSB

200001729422  
-03/01/96--01061--007  
\*\*\*\*122.50 \*\*\*\*122.50

EFFECTIVE DATE  
2-28-96

FILED  
95 MAR -1 PM 2:26  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION  
OF  
FERRARI ENTERPRISES, INC.

FILED  
96 MAR -1 PM 4:26  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

EFFECTIVE DATE  
2-28-96

ARTICLE I - NAME

The name of this corporation is Ferrari Enterprises, Inc.

ARTICLE II - DURATION

This corporation shall exist in perpetuity commencing on the date set forth in Article XIII of these Articles.

ARTICLE III - PURPOSE

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

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 1000 shares of one dollar (\$1.00) par value stock. All of said stock may be payable in any manner authorized by law.

ARTICLE V - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of 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 issuance of fractional shares at the price it is offered to the other purchasers.

#### ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial principal office of this corporation is 401 E. Osceola Street, Suite 102, Stuart, Florida, and the name of the initial Registered Agent of this corporation at that address is Howard E. Googe, Jr., Esq.

#### ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) Director, initially. The number of Directors may be increased or diminished from time to time according to the By-Laws, but shall never be less than one (1). The name and address of the initial Director of this corporation is:

##### NAME

##### ADDRESS

Kenneth F. Ferrari

3442 N.E. Causeway Blvd.  
Bldg. 5, Apt. 304  
Jensen Beach, Florida 34957

#### ARTICLE VIII - INCORPORATORS

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

##### NAME

##### ADDRESS

Kenneth F. Ferrari

3442 N.E. Causeway Blvd.  
Bldg. 5, Apt. 304  
Jensen Beach, Florida 34957

#### ARTICLE IX - BY-LAWS

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors.

#### ARTICLE X - SHAREHOLDER QUORUM AND VOTING

A majority of the shares entitled to vote, as represented in person or proxy, shall constitute a quorum at a meeting of shareholders.

#### ARTICLE XI - NO REMOVAL OF DIRECTORS

The shareholders of this corporation shall not be entitled to remove any Director without cause from office during his term.

#### ARTICLE XII - INDEMNIFICATION

This corporation shall indemnify any officer or Director, or any former officer or Director, to the full extent permitted by law.

#### ARTICLE XIII - COMMENCEMENT OF CORPORATE EXISTENCE

The commencement date of this corporation shall be February 28, 1996.

#### ARTICLE XIV - AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholder is subject to this reservation. Any such amendment shall require the concurrence of fifty-one (51%) of the shares entitled to vote.

IN WITNESS WHEREOF, the undersigned subscribers have executed these  
Articles of Incorporation this 28 day of FEBRUARY, 1996.

Kenneth F. Ferrari  
KENNETH F. FERRARI

STATE OF FLORIDA  
COUNTY OF MARTIN

The foregoing instrument was acknowledged before me this 28th day of February, 1996, by Kenneth F. Ferrari, [ x ] who is personally known to me or [ ] who has produced \_\_\_\_\_ as identification and who [ x ] did or [ ] did not take an oath.

Howard E. Googe Jr.  
Signature of Person Taking Acknowledgment

Howard E. Googe Jr.  
Name of Acknowledger Type, Printed or Stamped

HOWARD E. GOOGE, JR.  
Notary Public, State of Florida  
My Comm. expires June 27, 1996  
No. CC 202180

**CERTIFICATE DESIGNATING PLACE OF BUSINESS FOR  
THE SERVICE OF PROCESS WITHIN THIS STATE,  
NAMING AGENT FOR SERVICE OF PROCESS  
FERRARI ENTERPRISES, INC.**

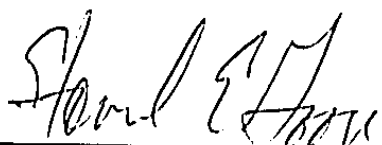
In Pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act;

That Ferrari Enterprises, Inc. desiring to organize under the laws of the State of Florida with its principal office as indicated in the Articles of Incorporation in the City of Stuart, County of Martin, State of Florida, has appointed Howard E. Googe, Jr., Esq., 401 East Osceola Street, Suite 102, Stuart, Florida 34994, as its agent to accept service of process within this State.

**ACKNOWLEDGMENT:**

Having been named to accept service of process for the above stated corporation at the place designated in this certificate, and being familiar with, I hereby accept the obligations of that position and to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.

Dated this 28th day of February, 1996.

  
HOWARD E. GOOGE, JR. ESQ.

FILED  
96 MAR - 1 PM 1:26  
TALLAHASSEE  
FLORIDA

P96000019805

LAW OFFICES OF

WACKEEN, CORNETT & GOOGE, P. A.

W. THOMAS WACKEEN\*  
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POST OFFICE BOX 66  
STUART, FLORIDA 34905  
(407) 286-2990  
FAX (407) 286-2990

March 6, 1996

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

700001 19805  
-03/08/96--01083--015  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

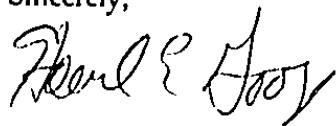
RE: Ferrari Enterprises, Inc.  
Articles of Amendment To The Articles Of Incorporation

Dear Sir/Madam:

Enclosed please find the Articles of Amendment to the Articles of Incorporation of Ferrari Enterprises, Inc. duly executed by the President. Also enclosed is our check for \$35.00 for filing of the Articles of Amendment.

Thank you for your cooperation in this matter and should you have any questions, please do not hesitate to give me a call.

Sincerely,



Howard E. Googe, Jr., Esq.

HEG\dmj

Enclosures

cc: Ken Ferrari

N/C

VS MAR 14 1996

FILED  
96 MAR -8 AM 8:02  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

ARTICLES OF AMENDMENT TO THE  
ARTICLES OF INCORPORATION OF  
FERRARI ENTERPRISES, INC.

FILED  
96 MAR -8 AM 8:02  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

The undersigned corporation, for the purposes of amending its Articles of Incorporation and pursuant to the provisions of the Florida General Corporation Act, hereby executes the following Articles of Amendment:

- FIRST: The name of the corporation is FERRARI ENTERPRISES, INC.
- SECOND: The following Amendment was adopted by shareholders entitled to vote thereon by the written consent, signed by them, on March 6, 1996 in accordance with the provisions of the Florida General Corporation Act:

ARTICLE I

The name of this corporation is B. S. C. P. - USA, Inc.

IN WITNESS WHEREOF, the undersigned Corporation has caused these Articles of Amendment to be executed in its name, by its current President, this 6th day of March, 1996.

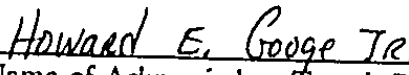
  
KENNETH F. FERRARI, PRESIDENT

STATE OF FLORIDA

COUNTY OF MARTIN

The foregoing instrument was acknowledged before me this 6th day of March, 1996, by Kenneth F. Ferrari, as President for B. S. C. P. - USA, Inc., who is personally known to me and who did [ x ] or [ ] did not take an oath.

  
Notary Public

  
Name of Acknowledger Typed, Printed or Stamped

HOWARD E. GOOGE, JR.  
Notary Public, State of Florida  
My Comm. expires June 27, 1996  
No. CG 202480