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TALLAHASSEE, FL 32301
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800-342-8006



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PROFESSIONAL
LEGAL & FINANCIAL SERVICE

Handwritten: P600020730

ORDER NO. : 021060000000

REFERENCE : 021326

AUTHORIZATION :

COST LEVEL : 4 70.00

Handwritten: Patricia P. Jett

ORDER DATE : March 06 1996

ORDER TIME : 10:25 AM

ORDER NO. : 021326

800001734388

CUSTOMER NO: 4302173

CUSTOMER: Kim Lane, Legal Agent
SHERIFF FRIEDMAN HOFFMAN &
GOODMAN, LLP
919 Third Avenue

New York, NY 10022

DOMESTIC FILING

NAME: BFMA MANAGEMENT CORPORATION

EFFECTIVE DATE:

XXX ARTICLES OF INCORPORATION
CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY
XXX PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Harry B. Davis

EXAMINER'S INITIALS:

FILED
96 MAR -6 AM 8:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
96 MAR -6 AM 11:10
DIVISION OF CORPORATION

T. BROWN MAR - 7 1996

ARTICLES OF INCORPORATION
OF
BFMA MANAGEMENT CORPORATION

FILED
96 MAR -6 AM 8:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purposes of forming a corporation pursuant to the Business Corporation Act of the State of Florida, DOES HEREBY CERTIFY as follows:

FIRST: The name of the corporation is: BFMA Management Corporation (the "Corporation").

SECOND: The purpose of the Corporation is to engage in any lawful act or activity for which a corporation may be organized under the Business Corporation Act of Florida.

THIRD: The principal place of business and mailing address of the Corporation is:

601 S.E. 6th Avenue
Delray Beach, Florida 33483

FOURTH: The aggregate number of shares of stock which the Corporation shall have authority to issue is One Thousand (1,000), par value \$.01 per share, all of which shall be designated "Common Stock."

FIFTH: The registered office of the Corporation is to be located at 601 S.E. 6th Avenue, Delray Beach, Florida 33483. The name of the registered agent at that address is CORPORATION SERVICE COMPANY.

SIXTH: The name and mailing address of the Incorporator is:

Charles I. Weissman, Esq.
c/o Shereff, Friedman, Hoffman & Goodman, LLP
919 Third Avenue
New York, New York 10022

SEVENTH: The Corporation shall, to the fullest extent permitted by the provisions of the Florida Business Corporation Act, as the same may be amended and supplemented, indemnify any and all persons whom it shall have power to indemnify under said provisions from and against any and all of the expenses, liabilities, or other matters referred to in or covered by said provisions, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any bylaw, vote of shareholders or disinterested directors, or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee, or agent and shall inure to the benefit of the heirs, executors, and administrators of such a person.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 5th day of March, 1996.



Charles I. Weissman
Sole Incorporator

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

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 or 617.0501, 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.

1. The name of the corporation is: BFMA MANAGEMENT CORPORATION

2. The name and address of the registered agent and office is:

CORPORATION SERVICE COMPANY

(Name)

1201 HAYS STREET

(P.O. Box not acceptable)

TALLAHASSEE, FL 32301

(City/State/Zip)

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.

Gail Shelby
(Signature)
GAIL SHELBY, AS AGENT

3/6/96

96
MAR -6 AM 8:31
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA