CAPITAL CONNECTION, INC.

RE:

417 E. Virginia St., Sulte 1, Tallahassee, FL 32301, (904)224-8870 Mailing Address: Post Office Box 10349, Tallahassee, FL 32302 TOLL FREE No. 1-800-342-8062 FAX (904) 222-1222

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BALANCE DUE	\$

Please remit invoice number with payment TERMS: NET 10 DAYS FROM INVOICE DATE 1 1/2% per month on Past Due Amounts Past 30 Days, 18% per Annum.

THANK YOU from Your Capital Connection

ARTICLES OF INCORPORATION OF

96 HAR 28 AHTI: 19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

B. & F. EXCHANGE CORPORATION

The undersigned, for the purpose of forming a corporation for profit under the laws of the State of Florida, hereby adopts the following Articles of Incorporation:

ARTICLE 1

The name of the corporation is B. & F. EXCHANGE CORPORATION.

ARTICLE II

The maximum number of shares of stock which the corporation is authorized to issue and have outstanding at any one time is 5,000 shares of common stock having a par value of \$1.00 per share.

ARTICLE III

The existence of the corporation shall be perpetual. Corporate existence shall commence on the date these Articles are executed and acknowledged, except that if they are not filed by the Department of State of the State of Florida within five (5) days, exclusive of legal holidays, after they are executed and acknowledged, corporate existence shall commence upon filing by the Department of State.

ARTICLE IV

The street address of the initial registered office of the corporation is c/o Semet, Lickstein, Morgenstern, Berger, Friend, Brooke & Gordon, P.A., 201 Alhambra Circle, Suite 1200, Coral Gables, Florida 33134 and the initial registered agent of the corporation at that address is Melvin C. Morgenstern.

ARTICLE Y

The mailing address of the corporation is located at 201 Alhambra Circle, Suite 1200, Coral Gables, Florida 33134.

ARTICLE VI

The name and street address of the members of the first Board of Directors of the corporation who shall hold office for the first year of the corporation's existence or until a successor is elected and has qualified is:

Name	Address
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Robert G. Berrin 4601 Ponce de Leon Blvd. #300

Coral Gables, FL 33146

Isaac K. Fisher 4601 Ponce de Leon Blvd. #300

Coral Gables, FL 33146

ARTICLE VII

The name and street address of each incorporator signing these articles is:

Name Address

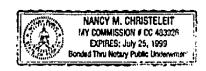
Melvin C. c/o Semet, Lickstein, Morgenstern,
Morgenstern Berger, Friend, Brooke & Gordon,

P.A., 201 Alhambra Circle, Suite 1200, Coral Gables, Florida 33134

ARTICLE VIII

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, and any right conferred upon the shareholders is subject to this reservation.

EXECUTED at Miami, Florida, this and day of Morch, 1996. Melvin C. Morgenstern, Incorporator
STATE OF FLORIDA) :ss COUNTY OF DADE) The foregoing instrument was acknowledged before me this 27 day of
as identification.
Notary Public, STATE OF FLORIDA Print Name: Nancy M. Christeleit My Commission Expires:



CERTIFICATE DESIGNATING RESIDENT AGENT AND REGISTERED OFFICE

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In accordance with Chapter 48.091, Florida Statutes, the following designation and acceptance is submitted in compliance thereof,

DESIGNATION

B. & F. EXCHANGE CORPORATION, desiring to organize under the laws of the State of Plorida, hereby designates Melvin C. Morgenstern its registered agent and 201 Alhambra Circle, Suite 1200, Coral Gables, Florida 33134 as its registered office.

ACCEPTANCE

Having been named as registered agent for the above named corporation, I hereby agree to act in such capacity for such corporation at its registered office.

> Melvin C. Mdrgenstern (Registered Agent)