

1201 HAYS STREET
TALLAHASSEE, FL 32301
904-222-0171
904-222-0191 FAX

000-342-0006



P96000029525

ACCOUNT NO. : 072100003032

REFERENCE : 905709 4310694

AUTHORIZATION :

COST LIMIT : \$ PREPAID

3000001771913..
-84,405/86-43483-007
****122.50 ****122.50

ORDER DATE : April 3, 1996

ORDER TIME : 10:18 AM

ORDER NO. : 905709

CUSTOMER NO: 4310694

CUSTOMER: Linda Frazier, Esq
BROAD AND CASSEL

Suite 3000, Miami Center
201 South Biscayne Boulevard
Miami, FL 33131

DOMESTIC FILING

NAME: B C CAPITAL CORP.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: CLINT FUHRMAN

EXAMINER'S INITIALS:

Dmc 4/4/96

RECEIVED
96 APR -3 PM 12:25
DIVISION OF CORPORATION
96 APR -3 PM 2:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
FILED

**ARTICLES OF INCORPORATION
OF**

B C CAPITAL CORP.

FILED
96 APR -3 PM 2:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator for purposes of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation:

- FIRST:** The name of the corporation is B C Capital Corp. (the "Corporation").
- SECOND:** The street address of the initial principal office and the mailing address of the Corporation is 2101 West Commercial Boulevard, Suite 1500, Fort Lauderdale, Florida 33309.
- THIRD:** The Corporation is authorized to issue 7,500 shares of common stock, par value \$.01 per share.
- FOURTH:** The street address of the initial registered office of the Corporation is: 2101 West Commercial Boulevard, Suite 1500, Fort Lauderdale, Florida 33309 and the registered agent at that address is: Steven N. Bronson.
- FIFTH:** The name and address of the incorporator of the Corporation is: Steven N. Bronson, 2101 West Commercial Boulevard, Suite 1500, Fort Lauderdale, Florida 33309.
- SIXTH:** The Corporation is organized for the purpose of transacting any and all lawful activities or business for which corporations may be formed under Chapter 607 of the Florida Statutes.
- SEVENTH:** The Corporation shall have three directors initially and the number of directors may be increased or diminished from time to time as provided in the Bylaws but shall never be less than one. The names and addresses of the initial directors of the Corporation are:

Steven N. Bronson
2101 W. Commercial Blvd.
Suite 1500
Ft. Lauderdale, FL 33309


James S. Cassel
2101 W. Commercial Blvd.
Suite 1500
Ft. Lauderdale, FL 33309

Barry J. Booth
2101 W. Commercial Blvd.
Suite 1500
Ft. Lauderdale, Florida 33309

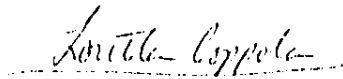
- EIGHTH:** The Corporation expressly elects not to be governed by Section 607.0901 of the Florida Business Corporation Act, as amended from time to time, relating to affiliated transactions.
- NINTH:** The Corporation expressly elects not to be governed by Section 607.0902 of the Florida Business Corporation Act, as amended from time to time, relating to control share acquisitions.
- TENTH:** The corporate existence of the Corporation shall commence upon the filing of these Articles of Incorporation and the Corporation shall have perpetual existence.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation as of the 2nd day of April, 1996.





Steven N. Bronson, Incorporator



Loretta Coppola
Notary Public

To: James S. Carroll

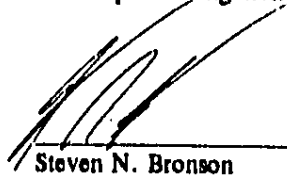
From: Linda C. Frazier

4-01-96 11:00am p. 4 of 4

**ACCEPTANCE OF APPOINTMENT
OF
REGISTERED AGENT**

FILED
96 APR -3 PM 2:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I hereby accept the appointment as registered agent contained in the foregoing Articles of Incorporation and state that I am familiar with and accept the obligations of Section 607.0505 of the Florida Business Corporation Act.



Steven N. Bronson