

120 HAYS STREET  
TALLAHASSEE, FL 32301  
904-222-9171  
904-222-0191 FAX

000-342-0006



P960000 29525

ACCOUNT NO. : 072100003032

REFERENCE : 905709 4310694

AUTHORIZATION :

COST LIMIT : \$ PREPAID

3000001771913..  
-84,405,986-43493-007  
\*\*\*\*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

RECEIVED  
96 APR -3 11:25  
DIVISION OF CORPORATION

DOMESTIC FILING

NAME: B C CAPITAL CORP.

EFFECTIVE DATE:

ARTICLES OF INCORPORATION  
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY  
 PLAIN STAMPED COPY  
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: CLINT FUHRMAN

EXAMINER'S INITIALS:

*Dmc 4/4/96*

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

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.



*[Handwritten Signature]*  
 \_\_\_\_\_  
 Steven N. Bronson, Incorporator

*Loretta Coppola*  
 \_\_\_\_\_  
 Notary Public

To: James S. Casel

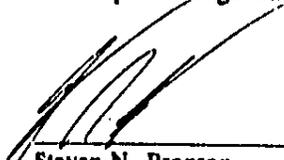
From: Linda C. Frazier

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