

NY-16-1995 00144
5/10/96

EMPIRE CORPORATE KIT
FLORIDA DIVISION OF CORPORATIONS
PUBLIC ACCESS SYSTEM

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(((H96000006921)))
TO: DIVISION OF CORPORATIONS
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FAX: (305) 641-3770

(((H96000006921))) DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.
NAME: BBS CONSOLIDATED, INC.
FAX AUDIT NUMBER: H96000006921
DATE REQUESTED: 05/16/1996
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DIVISION OF CORPORATIONS

MAY-16-1996 00144

EMPIRE CORPORATE KIT

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TALLAHASSEE, FLORIDA

96 MAY 16 PM 5:03

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ARTICLES OF INCORPORATION
FOR

BBS Consolidated, Inc.

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt the following Articles of Incorporation for such corporation:

ARTICLE I

The name of the corporation is BBS Consolidated, Inc.

ARTICLE II

The initial street address of the corporation's principal office is 3111 45th Street, Suite 17, West Palm Beach, FL 33407.

ARTICLE III

The total number of shares of capital stock which the corporation shall be authorized to issue is 1000 shares of common stock having a par value of \$1.00 per share.

ARTICLE IV

The amount of capital with which the corporation will begin is not less than \$500.00.

Steven B. Greenfield, Esq.
Fla. Bar. No.: 897530
7000 W. Palmetto Park Road
Suite 402
Boca Raton, FL 33433
(407) 392-6391

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ARTICLE V

The corporation shall have perpetual existence.

ARTICLE VI

The Corporation may engage in any activity or business permitted under the laws of the United States and under the laws of the State of Florida.

ARTICLE VII

This Corporation shall have no less than one Director at any time. The number of Directors may be increased or diminished from time to time, By-Laws adopted by the Stockholders.

The name and post office address of the members of the first Board of Directors, who, subject to the provisions of these Articles of Incorporation, the By-Laws and the laws of the State of Florida shall hold office for the first year of the Corporation's existence, or until successors are elected and shall have qualified, is as follows:

John Sammis 3111 45th Street, Suite 17
West Palm Beach, FL 33407.

ARTICLE VIII

The name and address of the incorporator is:

John Sammis 3111 45th Street, Suite 17
West Palm Beach, FL 33407.

ARTICLE IX

The name and address of the person signing these Articles of Incorporation as subscriber is:

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John Sammis

3111 45th Street, Suite 17
West Palm Beach, FL 33407.

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ARTICLE X

The Corporation shall have the power and authority to indemnify any officer or any shareholder or any former officer or shareholder to the fullest extent permitted by law.

ARTICLE XI

The corporation may be dissolved at any time by unanimous written consent of the shareholders. On dissolution, the corporate property and assets shall, after payment of all debts of the corporation, be distributed to the shareholders in proportion to the number of shares of stock in the corporation which each shareholder then owns.

ARTICLE XII

The name and post office address of the officers of the Corporation, who, subject to the provisions of these Articles of Incorporation, the By-Laws and the laws of the State of Florida shall hold office for the first year of the corporation's existence, or until their successors are elected and shall have qualified, is as follows:

PRESIDENT, VICE-PRESIDENT,
SECRETARY and TREASURER:

John Sammis
3111 45th Street, Suite 17
West Palm Beach, FL 33407.

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IN WITNESS WHEREOF, I, the undersigned incorporator of this corporation, have executed these Articles of Incorporation at Boca

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Raton, Palm Beach County, Florida, on this 15th day of May,
1996.


John Darnie


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CERTIFICATE DESIGNATING REGISTERED AGENT AND REGISTERED OFFICE FOR THE SERVICE OF PROCESS WITHIN FLORIDA.

In compliance with section 48.091, Florida Statutes, the following is submitted:

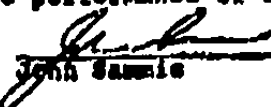
That BBS Consolidated, Inc., desiring to organize or qualify under the laws of the State of Florida has named John Sammis as its registered agent to accept service of process within Florida, at: 3111 45th Street, Suite 17, West Palm Beach, FL 33407.


John Sammis
TITLE: President.

Date: 5/15/96

Having been named registered agent to accept service of process for the above stated corporation, at the place designated in the certificate,

I, John Sammis, hereby agree to act in that capacity and further agree to comply with the provisions of all statutes relative to the proper and complete performance of such duties.


John Sammis

Dated: 5/15/96

BBS Consolidated, Inc.

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