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POLICY & LARDNER

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5/20/96 DIVISION OF CORPORATIONS 10:14 AM
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TO: DIVISION OF CORPORATIONS FROM: POLBY & LARDNER
DEPARTMENT OF STATE 200 LAURA ST

STATE OF FLORIDA

409 EAST GAINES STREET

JACKSONVILLE FL 32202-

TALLAHASSEE, FL 32399

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P.A.

DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR

NAME: BSR HOLDINGS, INC.

FAX AUDIT NUMBER: H96000007066

CURRENT STATUS: REQUESTED

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EFFECTIVE DATE

5-17-96

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

56 MAY 20 PM 4:24

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DIVISION OF CORPORATIONS

56 MAY 20 AM 11:45

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612- meet on 524- 50 half of Feb conf



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
 Secretary of State

May 20, 1996

FOLEY & LARDNER
 200 LAURA ST
 JACKSONVILLE, FL 32202

SUBJECT: BSR HOLDINGS, INC.
REF: W96000010650

We received your electronically transmitted document. However, the document has not been filed and needs the following corrections:

The registered agent and registered office listed in your articles of incorporation must be consistent throughout the document.

THE PERSON SIGNING AS REGISTERED AGENT MUST SIGN ON BEHALF OF F & L CORP.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6678.

Terri Buckley
 Corporate Specialist

FAX Aud. #: W96000007066
Letter Number: 696A00024910

**ARTICLES OF INCORPORATION
OF
BSR HOLDINGS, INC.**

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96 MAY 20 PM 4:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

ARTICLE 1

NAME AND ADDRESS

Section 1.1 **Name.** The name of the corporation is BSR Holdings, Inc.

Section 1.2 **Address of Principal Office.** The address of the principal office of the corporation is 200 Laura Street, Jacksonville, FL 32202, c/o Robert S. Bernstein, Esq.

ARTICLE 2

DURATION

Section 2.1 **Duration.** This corporation shall exist perpetually. Corporate existence shall commence on the date these Articles are executed, except that if they are not filed by the Department of State of Florida within five business days after they are executed, corporate existence shall commence upon filing by the Department of State.

ARTICLE 3

PURPOSES

Section 3.1 **Purposes.** This corporation is organized for the purposes of transacting any or all lawful business permitted under the laws of the United States and of the State of Florida.

Prepared by: Linda Y. Kelso, Fla. Bar No. 298662-
Foley & Lardner
200 Laura Street, Jacksonville, FL 32202
904/359-2000

Fax Audit No. H96000007066

ARTICLE 4

CAPITAL

Section 4.1 **Authorized Capital.** The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time is 1,000 shares of voting common stock having a par value of \$.01 per share.

ARTICLE 5

INITIAL REGISTERED OFFICE AND AGENT

Section 5.1 **Name and Address.** The street address of the initial registered office of this corporation is 200 Laura St., Jacksonville, FL 32202, and the name of the initial registered agent of this corporation at that address is F&L Corp..

ARTICLE 6

DIRECTORS

Section 6.1 **Number.** This corporation shall have 1 director initially. The number of directors may be increased or diminished from time to time by the bylaws, but shall never be less than one.

Section 6.2 **Initial Directors.** The name and address of the members of the first board of directors of the corporation are:

NAME	ADDRESS
Robert S. Bernstein	200 Laura St. Jacksonville, FL 32202

ARTICLE 7

BYLAWS

Section 7.1 **Bylaws.** The initial bylaws of this corporation shall be adopted by the board of directors. Bylaws may be amended or repealed from time to time by either the board of directors or the shareholders, but the board of directors shall not alter, amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that such bylaw is not subject to amendment or repeal by the board of directors.

ARTICLE 8
INCORPORATOR

Section 8.1 Name and Address. The name and street address of the incorporator of this corporation are:

NAME

ADDRESS

Robert S. Bernstein

200 Laura St., Jacksonville, FL 32202

ARTICLE 9
INDEMNIFICATION

Section 9.1 Indemnification. The board of directors is hereby specifically authorized to make provision for indemnification of directors, officers, employees and agents to the full extent permitted by law.

ARTICLE 10
AMENDMENT

Section 10.1 Amendment. 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.

IN WITNESS WHEREOF, the incorporator has executed these Articles the 17th day of May 1996.


Robert S. Bernstein, Incorporator

ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the above stated corporation, at the place designated in the above Articles of Incorporation, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties. I am familiar with and I accept the obligations of a registered agent.

Chayen V. Huh, Authorized Signatory
for FHS Corp., Registered Agent

Dated: 5/12, 1996

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96 MAY 20 PM 4:24

SECRETARY OF STATE
TALLAHASSEE, FLORIDA