

JUN-17-1998 17:46 EMPIRE CORPORATE KIT P.05/22
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DEPARTMENT OF STATE 1492 W. FLAGLER ST.
STATE OF FLORIDA SUITE 200
109 EAST PALMER STREET MIAMI FL 33136-
ALLAHABAD FAX 327-99 CONTACT: RAY STORMONT
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DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.
NAME: M.B., INC.
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TALLAHASSEE, FLORIDA

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FLORIDA DEPARTMENT OF STATE
Sandra B. Morham
Secretary of State

June 18, 1996

EMPIRE CORPORATE KIT COMPANY

MIAMI, FL

SUBJECT: B.M., INC.
REF: W96000012905

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

The entity name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an administratively dissolved entity. Names of administratively dissolved entities are not available for one year from the date of administrative dissolution unless the dissolved entity provides the Department of State with a notarized affidavit executed as required by section 607.0120, 617.01201, 608.5135 or 608.4482 Florida Statutes, permitting the immediate assumption or use of the name by another entity.

Simply adding "of Florida" or "Florida" to the end of a name does not constitute a difference.

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If you have any questions about the availability of a particular name, please call (904) 488-9000.

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Loria Poole
Corporate Specialist

FAX Aud. #: H96000008471
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EMPIRE CORPORATE KIT

P.07/00

(6)

ARTICLES OF CORPORATION

OF

B.E.L.M., INC.

The undersigned does hereby subscribe to, acknowledge and file the following Articles of Incorporation for the purpose of creating a corporation under the laws of the State of Florida.

ARTICLE I - NAME

The name of the corporation is B.E.L.M., INC.

ARTICLE II - PURPOSE

This corporation is organized for the purpose of transacting any and all lawful business permitted under the laws of Florida.

ARTICLE III - CAPITAL STOCK

This corporation is authorized to issue 1,000 shares of \$1.00 par value common stock, which shall be designated as "Common Shares". All of said stock shall be payable in cash, property (real or personal) or labor or services in lieu thereof at a just valuation to be fixed by the Board of Directors.

ELKINS & FREEDMAN
2101 West Commercial Blvd.
Suite 5400
Fort Lauderdale, Florida 33309
(305) 733-1330
Attorney: Richard L. Freedman, Esquire
Bar No.: 270598

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TALLAHASSEE, FLORIDA

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ARTICLE IV - VOTING RIGHTS

Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding Common Shares.

ARTICLE V - TERM

This Corporation shall commence its existence upon filing and shall exist perpetually thereafter unless sooner dissolved according to law.

ARTICLE VI - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the prices at which it is offered to others.

ARTICLE VII - INITIAL PRINCIPAL OFFICE AND AGENT

The street address and mailing address of the initial principal office of this corporation is 1975 East Sunrise Blvd., Suite 536, Lauderdale Lakes, Florida 33304 and the name of the initial registered agent of this corporation is MICHAEL DRESSNER, whose address is 1975 East Sunrise Blvd., Suite 536, Lauderdale Lakes, Florida 33304.

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ARTICLE VIII - INITIAL BOARD OF DIRECTORS

This corporation shall have at least one director initially with the exact number of directors to be specified by the shareholders from time to time unless the shareholders shall by a majority vote, determine that the corporation be managed by the shareholders. The name and address of the initial directors of this corporation are MICHAEL DRESSNER, 1975 East Sunrise Blvd., Suite 536, Lauderdale Lakes, Florida 33304 and BRIAN E. LUNSFORD, 1975 East Sunrise Blvd., Suite 536, Lauderdale Lakes, Florida 33304.

ARTICLE IX - INCORPORATOR

The name and address of the person signing these articles is:

MICHAEL DRESSNER
1975 East Sunrise Blvd., Suite 536
Lauderdale Lakes, Florida 33304

ARTICLE X - INDEMNIFICATION

The corporation shall indemnify any officer or director or any former officer or director, to the fullest extent permitted by law either now existing or hereafter enacted.

ARTICLE XI

No contract or other transaction between this corporation and any other corporation, and no act of this corporation shall in any way be affected or invalidated by the fact that any of the directors of this corporation are pecuniarily or otherwise

interested in, or are directors, or officers of, such other corporation. Any director individually, or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of this corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof, and any director of this corporation who is also a director or an officer of such corporation, or who it is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this corporation which shall authorize any such contract or transaction with like force and effect as if he were not such director or officer of such other corporation, or not so interested.

ARTICLE XII

The private property of the stockholders shall not be subject to the payment of the corporate debts to any extent whatever. The corporation shall have a first lien on the shares of its stockholders and upon the dividends due them for any indebtedness of such stockholders to the corporation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this ____ day of July, 1996.

M. J. Oreson
SUBSCRIBER

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR
THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON
WHOM PROCESS MAY BE SERVED**

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

First--That B.E.L.M., INC. desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation, at City of Lauderdale Lakes, County of Broward, State of Florida, has named MICHAEL DRESSNER, located at 1975 East Sunrise Blvd.,

(Street address and number of building;
post office box address not acceptable)

City of Lauderdale Lakes, County of Broward, State of Florida, as its agent to accept service of process with the state.

ACKNOWLEDGEMENT: (MUST BE SIGNED BY DESIGNATED AGENT)

Having been named to accept service of process for the above corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

By: Michael Dressner
(Resident Agent)

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