

JUL-07-1996 14:14:49
((H96000009301)) EMPIRE CORPORATE KIT P.17
PUBLIO ACC 98
TO: DIVISION OF CORPORATIONS
DEPARTMENT OF STATE
STATE OF FLORIDA
100 EAST GATING STREET
TALLAHASSEE, FL 32301
FAX: (804) 921-2000

PUBLIC RECORDS
ELECTRONIC FILING COVER SHEET
NAME: EMPIRE CORPORATE COMPANY
1427 FLAGLER ST
SUITE 200
MIAMI, FL 33136-302-3010
CONTACT: RAY STORMONT
PHONE: (305) 841-3694
FAX: (305) 841-3770

((H96000009301)) DOCUMENT TYPE: FLORIDA PROFILE CORPORATION OR P.A.
NAME: B & B CONVENTION SERVICES, INC.
FAX AUDIT NUMBER: H96000009301 CURRENT STATUS: REQUESTED
DATE REQUESTED: 07/03/1996 TIME REQUESTED: 14:24:28
CERTIFIED COPIES: 1 CERTIFICATE OF STATUS: 0
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96 JUL -3 PM 5:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DIVISION OF CORPORATIONS

96 JUL -3 PM 3:14

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JUL-03-1996 14149

EMPIRE CORPORATE KIT

19 JUL 3 F 5 44
P. 1821
FBI
REGISTRY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
B & B CONVENTION SERVICES, INC.**

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

ARTICLE I

NAME

The name of the corporation is B & B Convention Services, Inc. (hereinafter called the "Corporation").

ARTICLE II

PURPOSE

The purpose for which the Corporation is formed is to engage in any lawful act or activity for which corporations may be organized under the laws of the State of Florida.

ARTICLE III

CAPITAL STOCK

The capital stock authorized, the par value thereof, and the class of such stock shall be as follows:

NUMBER OF SHARES AUTHORIZED	PAR VALUE PER SHARE	CLASS OF STOCK
1,000	\$1.00	Voting Common

ARTICLE IV

REGISTERED OFFICE AND AGENT

The address of the Corporation's registered office in the State of Florida is 1074 Spanish River Road, Boca Raton, Florida 33432, County of Palm Beach. The name of its registered agent at such address is Billy E. Childers.

PREPARED BY: Paul Hallenhauer's -1-
N.C. Bar # 21692
227 West Trade Street #1500
Charlotte, North Carolina 28202
704-372-6322

JUL-03-1996 14150

EMPIRE CORPORATE KIT

P.19/21

ARTICLE V
PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

1074 Spanish River Road
Boca Raton, Florida 33432

ARTICLE VI
INCORPORATOR

The name of the Incorporator is Paul M. Hattenhauser, Esquire, and the address of the Incorporator is CULP ELLIOTT & CARPENTER, P.L.L.C., 227 West Trade Street, Suite 1500, Charlotte, North Carolina 28202.

ARTICLE VII
INDEMNIFICATION

This Corporation shall indemnify and may advance expenses to its officers and directors to the fullest extent permitted by law in existence either now or hereafter.

IN WITNESS WHEREOF, the undersigned, being the incorporator named above, for the purpose of forming a corporation pursuant to the Florida General Corporation Act of the State of Florida has signed these Articles of Incorporation this 2nd day of July, 1996.


Paul M. Hattenhauser, Incorporator

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EMPIRE CORPORATE KIT

P.20/21

STATE OF NORTH CAROLINA)
COUNTY OF MECKLENBURG)
) SSI

BEFORE ME, personally appeared Paul M. Hettenthaler who is personally known to me and who executed the foregoing, and acknowledged to and before me that he executed said instrument for the purposes therein expressed.

WITNESS my hand and official seal in the State and County aforesaid, this 2nd day of July, 1996.



Jade D. Robay
Notary Public State of North Carolina

Jade D. Robay
Printed Name of Notary

My Commission Expires:

3/31/99

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EMPIRE CORPORATE KIT

P.21/21

CERTIFICATE DESIGNATING REGISTERED AGENT

Pursuant to Chapter 807, Florida Statutes, the following is submitted in compliance with
said Act:

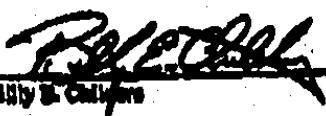
That, desiring to organize under the laws of the State of Florida with its initial registered
office, as indicated in Article IV of the Articles of Incorporation, B & B Conversion Services,
Inc., has named Billy B. Children, 1074 Spanish River Road, Boca Raton, Florida 33482, County
of Palm Beach, State of Florida, as its agent to accept service of process within this State.

ACKNOWLEDGMENT

Having been named to accept service of process for the above stated Corporation at the
place designated in this Certificate, Billy B. Children, hereby agrees to act in this capacity as
registered agent, and agrees to comply with the provisions of all statutes relative to the proper
and complete discharge of his duties.

Dated effective the 2nd day of July, 1996.

REGISTERED AGENT:

By: 
Billy B. Children

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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TOTAL P.21

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PRINCETON HALL
LEGAL & FINANCIAL SERVICES

1201 HAYS STREET
SUITE 1000
904-350-0170
904-350-0191 FAX

800-342-8086

P96000056591

The Second

ACCOUNT NO. : 0721000 0032

REFERENCE : 054702 160834A

AUTHORIZATION : Patricia Perez

COST LIMIT : \$ 35.00

ORDER DATE : August 15, 1996

ORDER TIME : 11:40 AM

ORDER NO. : 054702

CUSTOMER NO: 160834A

CUSTOMER: Ms. Jade Robey
Culp Elliot And Carpenter
Suite 1500
227 West Trade Street
Charlotte, NC 28202

DOMESTIC AMENDMENT FILING

NAME: B & B CONVENTION SERVICES, INC

EFFECTIVE DATE:

ARTICLES OF AMENDMENT
 RESTATED ARTICLES OF INCORPORATION

Name: 8/13/96
Document: 8/13/96
Examiner: BOY

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

Action(s) Re: 8/13/96

CONTACT PERSON: Victoria L. Perez

EXAMINER'S INITIALS: BSL

RECEIVED
96 AUG 16 PM 1:10
DIVISION OF CORPORATION

REG-10-80 JUN 1993 FAX
CULP ELLIOTT CARPENTER

FAX NO. 704 372 1474

P.02

STATE OF NORTH CAROLINA
COUNTY OF MECKLENBURG

AFFIDAVIT OF B&B INTERNATIONAL, INC.

The undersigned, B & B INTERNATIONAL, INC., a Florida corporation (the "Corporation"), by and through its duly elected and authorized President, Billy E. Childers, after first being duly sworn, deposes and states that:

1. I am over 18 years of age, am competent to testify as to the subject matters set forth below and have personal knowledge of the facts stated herein.
2. I am the President of the Corporation.
3. I have been authorized by the Board of Directors and Shareholders of the Corporation to give this Affidavit on behalf of the Corporation pursuant to and in accordance with the requirements of Section 607.1405(4) of the Florida Business Corporation Act.
4. Pursuant to Section 607.1405(4) of the Florida Business Corporation Act, the Corporation does hereby consent to the immediate assumption or use of the name of the Corporation, "B&B International, Inc.", by another corporation. I do not plan to revoke the dissolution.

Effective the 14th day of March 1996.



BILLY E. CHILDERS (SEAL)

[Acknowledgment on following page]

REG'D IN FAX NOV 13 1991 FAX
CULP ELLIOTT CARPENTER

FAX NO. 704 372 1474

1000

P. 03

STATE OF NORTH CAROLINA
COUNTY OF MECKLENBURG

I, JERMA CUNNINGHAM, a Notary Public of the County and State aforesaid, certify that BILLY E. CHILDERS, the duly elected and authorized President of B&B International, Inc., personally appeared before me this day and acknowledged the due execution of the foregoing instrument for and on behalf of such Corporation.

WITNESS my hand and official stamp or seal, this 21st day of May, 1996.


Notary Public

My Commission Expires:

August 28, 2000



ARTICLES OF AMENDMENT

OF

B & B CONVENTION SERVICES, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Section 607.1001 et seq. of the Florida Business Corporation Act, B&B Convention Services, Inc., a Florida corporation (the "Corporation"), hereby submits the following amendment to the Corporation's Articles of Incorporation:

1. The name of the Corporation is B&B Convention Services, Inc.
2. The text of each amendment of the Articles of Incorporation of the Corporation is as follows:

Article I of the Articles of Incorporation of the Corporation is hereby deleted in its entirety and the following Article I substituted in lieu thereof:

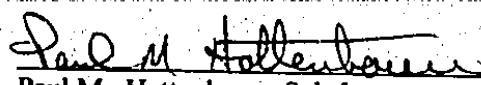
"ARTICLE I

NAME

The name of the corporation is B & B International, Inc. (hereinafter called the "Corporation")."

3. The date of adoption of the foregoing amendment was August 9, 1996.
4. As no shares of capital stock of the Corporation have been issued as of the date hereof, the foregoing amendment was duly approved by the sole incorporator of the Corporation in accordance with the provisions of Section 607.1005 of the Florida Business Corporation Act, and no shareholder action was required.
5. These Articles of Amendment shall be effective upon filing with the Secretary of State of the State of Florida.

IN WITNESS WHEREOF, these Articles of Amendment have been executed on behalf of the Corporation by its sole incorporator as of the 9th day of August 1996.


Paul M. Hattenhauer, Sole Incorporator