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\$5-30-96
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July 3, 1996

VIA: FEDERAL EXPRESS

Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

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-07/05/96--01082--019
****122.50 ****122.50

Re: B.S.B. (BLOOMINGDALE), INC.

To Whom It May Concern:

Enclosed please find an original and one copy of the Articles of Incorporation of B.S.B. (BLOOMINGDALE), INC., a Florida corporation, along with our check in the amount of \$122.50. If the enclosed document meets with your approval, please file it with your Office and return a certified copy to the attention of the undersigned.

In order to expedite the delivery of this document to me, enclosed please find a Federal Express return envelope for your use.

If you have any questions regarding the enclosed document, please do not hesitate to contact the undersigned.

Yours very truly,

Debra H. Chrystie

Debra H. Chrystie
Corporate Paralegal

/dhc
Enclosures

7-9-96
JD
276A-33363

ARTICLES OF INCORPORATION
OF
B.S.B. (BLOOMINGDALE), INC.
A FLORIDA CORPORATION

FILED
95 JUL -5 PM 12:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as Incorporator of B.S.B. (BLOOMINGDALE), INC., a Florida corporation (the "Corporation") under the Florida Business Corporation Act, Chapter 607 of the Florida Statutes, hereby adopts the following Articles of Incorporation for such Corporation:

ARTICLE I

NAME

The name of the Corporation is B.S.B. (BLOOMINGDALE), INC. and the street address of the initial principal office of the Corporation is 5901 Southwest 74th Street, Suite 407, South Miami, Florida 33143.

ARTICLE II

PURPOSE

The Corporation is organized for the purpose of transacting any and all lawful business for which corporations may be incorporated under the laws of the State of Florida.

ARTICLE III

CAPITAL STOCK

The Corporation is authorized to issue One Thousand (1,000) shares of One Dollar (\$1.00) par value Common Stock.

ARTICLE IV

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Corporation is 100 Northeast Third Avenue, Suite 1100, Fort Lauderdale, Florida 33301, and the name of the initial Registered Agent of the Corporation at that address is EMO Corporate Services, Inc.

ARTICLE V

INITIAL BOARD OF DIRECTORS

The Corporation shall initially have one Director to hold office until the first Annual Meeting of Shareholders and his successor shall have been duly elected and qualified, or until his earlier resignation, removal from office or death. The name and address of the initial Director of the Corporation is Gary A. Brown, 5901 Southwest 74th Street, Suite 407, South Miami, Florida 33143.

ARTICLE VI

INCORPORATOR

The name and address of the Incorporator of the Corporation is Marshall J. Emas, Esquire, English, McCaughan & O'Bryan, P.A., 100 Northeast Third Avenue, Suite 1100, Fort Lauderdale, Florida 33301.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 3rd day of July, 1996.


MARSHALL J. EMAS, Incorporator

ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

Having been named as Registered Agent to accept service of process for B.S.B. (BLOOMINGDALE), INC. at the place designated in the foregoing Articles of Incorporation, we hereby accept the appointment as Registered Agent and agree to act in this capacity. We further agree to comply with the provisions of the Florida Business Corporation Act relating to the proper and complete performance of our duties, and we are familiar with and accept the obligations of our position as Registered Agent.

EMO CORPORATE SERVICES, INC.,
Initial Registered Agent

Dated: July 3, 1996

By: Debra H. Chrystie
DEBRA H. CHRYSTIE, Assistant
Secretary