

FILED
SECRETARY OF STATE
FLORIDA CORPORATIONS

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ARTICLES OF INCORPORATION
OF
BMGB DESIGN, INC.

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

BMGB DESIGN, INC.

The address of the principal office of this corporation shall be 5995 Southwest 102nd Street, Miami, Florida 33156, and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 100 shares of common stock having \$1.00 par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 1201 Hays Street, Tallahassee, Florida 32301, and the name of the initial registered agent of the corporation at that address is Corporation Service Company.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have four Directors, initially. The names and addresses of the initial members of the Board of Directors are:

Billy Paul Kelly Jr. Dir.	5995 Southwest 102nd Street Miami, Florida 33156
Michael Jeffrey Kelley Dir.	Same
Gillian Mary Kelley Dir.	Same

Bill P. Kolley
Dir.

Same

ARTICLE VII. OFFICERS

The name and addresses of the initial officers of the corporation who shall hold office for the first year of the corporation, or until their successors are elected or appointed are:

Billy Paul Kelley Jr. 5995 Southwest 102nd Street
Pres. Miami, Florida 33156

Michael Jeffrey Kelley Same
Vice Pres.

Gillian Mary Kelley Same
Sec.

Bill P. Kelley Same
Treas.

ARTICLE VIII. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation:

Corporation Service Company
1201 Hays Street
Tallahassee, Florida 32301

IN WITNESS WHEREOF, the undersigned agent of Corporation Service Company, has hereunto set their hand and seal of Corporation Service Company on August 14, 1996.

CORPORATION SERVICE COMPANY

By: 

Its Agent, Karen B. Rozar

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CLERK OF STATE
CORPORATIONS

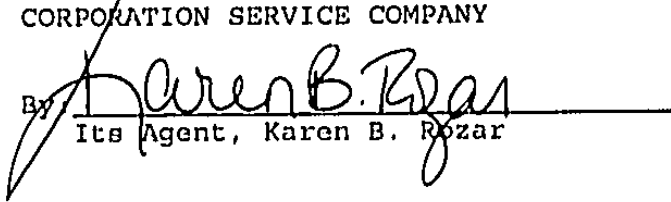
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ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION

Corporation Service Company, a Delaware corporation authorized to transact business in this State, having a business office identical with the registered office of the corporation named above, and having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

CORPORATION SERVICE COMPANY

By


Its Agent, Karen B. Rozar

ACG/cdf

P96000067817

ROY H. BROOKS, JR.

Attorney at Law

2625 Ponce de Leon Blvd., Ste. 201

Coral Gables, FL 33134

(305) 445-2424 • FAX 443-6489

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*****35.00 *****35.00

TO: Florida Dept. of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

DATE: February 6, 1997

SUBJECT: BMGB Design, Inc.
Bill P. Kelley, President

Gentlemen:

Please find enclosed Statement of Change of Registered Agent in regard to the above-captioned corporation. I have also enclosed check #6257 in the amount of \$35 for filing fee.

Thank you.

Sincerely,



ROY H. BROOKS, JR.

RHB:as
Enclosures

RA change

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DIVISION OF CORPORATIONS
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Florida Department of State, Jim Smith, Secretary of State

**STATEMENT OF CHANGE OF
REGISTERED OFFICE OR REGISTERED
AGENT OR BOTH FOR CORPORATIONS**

Pursuant to the provisions of sections 607.0502, 617.0502, 607.1508, or 617.1508, Florida Statutes, the undersigned corporation organized under the laws of the State of Florida submits the following statement in order to change its registered office or registered agent, or both, in the State of Florida.

1a. The name of the corporation is: BMGB DESIGN, INC.

1b. Date of incorporation 8/14/96 Document number P95000067817

2. The name and address of the current registered agent and office: _____
1201 Hays Street, Tallahassee, FL 32301-2607

3. The name and address of the new registered agent and office: Corporation Service Company
ROY H. BROOKS, JR., 2625 Ponce de Leon Blvd., Coral Gables, FL 33134

The street address of its registered agent and the street address of the business office of its registered agent as changed will be identical.

Such change was authorized by resolution duly adopted by its board of directors or by an officer so authorized by the board.

Bill P. Kelley
SIGNATURE
2/3/97
DATE

2/3/97 - Bill P. Kelley, PRES.
Typed or printed name and title
The above is the agent for BMGB
Design, Inc. - Roy H. Brooks, Jr.

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATION OF MY POSITION AS REGISTERED AGENT.

SIGNATURE [Signature]
DATE 2/4/97

Division of Corporations, P.O. Box 6327, Tallahassee, FL 32314

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DIVISION OF CORPORATIONS
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OFFICIAL NOTARY SEAL
FRANK PADRON
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC52348
MY COMMISSION EXP. JAN. 12, 2000

[Signature]

P96000067817

FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

June 9, 1997

BMGB DESIGN, INC.
5995 SOUTHWEST 102ND STREET
MIAMI, FL 33156

SUBJECT: BMGB DESIGN, INC.
Ref. Number: P96000067817

Debit Memo #: 9197-K

This is to inform you that check #148 in the amount of \$165.00 submitted with the annual report for BMGB DESIGN, INC. has been returned by your bank because of ACCOUNT CLOSED.

We request you remit a cashier's check or money order, referencing the above named debit memo number, in the amount of \$180.00 made payable to the Department of State to cover the unpaid fees and service charge.

Section 607.1421 or 617.1421, Florida Statutes, requires at least 60 day notice of our intent to administratively dissolve or revoke your corporation for failure to file the annual report and pay the filing fee. Consider this your 60 day notice if the payment is not received, your corporation will be administratively dissolved or revoked on or after August 9, 1997 and a reinstatement fee of an additional \$585 will be imposed to reactivate the corporation.

Please send the replacement check to my attention at the address listed below.

If you have any questions concerning the filing of your document, please call (904) 487-6057.

Pat Bailey
Accountant I

Letter Number: 797A00030878

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****180.00 ****180.00

July 11, 1997

REPLACEMENT FEE 1997

ANNUAL REPORT: BMGB DESIGN, INC.

DEBIT MEMO: # 9197-K

CHECK #: 148