79600000009938 RICHARD J. KAPLAN, P.A.

BUITH 403 1999 UNIVERSITY DRIVE CORAL BURINOS, PLORIDA 20071

Hollywood Oppick 2nd PLOOR 4310 MIRRIDAN HOLLYWOOD, PLONDA 33021 THERPHONE
BROWARD & PALSE BEACH (984) 782-1732
PALM BRACH (861) 758-0900
DADR (308) 621-8998

RIPLY TO: CORAL BURINGS

TALM THANH OPPIOR

72 H.K. 6111 AVENUE
(PEDINAL HIGHWAY)
DIRLAY THACH, PLORIDA 23483

Aug. 15, 1996

Division of Corporations Department of State P.O. Box 6327 Tallahassee, Florida 32314

Ro: BMCC AMERICA, INC

800001926578 -08/20/96--01096--014 ****122.50 ****122.50

Gentlemen:

Enclosed please find one original and one copy of the Articles of Incorporation of the above referenced company, together with our check in the amount of \$122.50 representing, filing fee of \$35.00, certified copy fee \$52.50, and registered agent fee of \$35.00.

Please effect immediately incorporation and forward the charter together with the certified copy of the Articles of Incorporation to this office.

Very Truly Yours,

RICHARD J. KAPLAN, P.A.

RICHARD J. KAPLAN, ESQ.

RJK/kay

Encl.

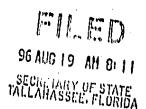
AUG 2 2 1996

SECRETARISEE FLORIDA

ARTICLES OF INCORPORATION

OF

BMCC AMBRICA, INC.



The undersigned, for the purpose of forming a corporation under the Florida General Comporation Act, hereby adopt the following Articles of Incorporation:

ARTICLE I

The name of the corporation is BMCC AMERICA, INC, with its principal office and mailing address of 8615 NW 62nd Place, Parkland, FL 33067.

ARTICLE II

The duration of the corporation is perpetual.

ARTICLE III

This corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE IV

- 1. The maximum number of shares of stock which this corporation is authorized to have outstanding at any time shall be Five Thousand (5,000) share of common stock having a par value of Ten (\$.10) Cents per share.
- 2. The capital stock may be paid for by the property, labor or services, at a just valuation to be fixed by the incorporators, or by the Directors at a meeting called for such purpose, or at the organization meeting.
- 3. Property, labor or services may also be purchased or paid for with the capital stock at a just valuation of said property, labor or services, to be fixed by the Directors of the company. Stock in other corporations or going businesses may be purchased by the corporation in return for the issuance of its capital stock, and said purchase shall be on such basis and for such consideration and the issuance of so much of the capital stock as the Directors of the company may decide.

ARTICLE V

The amount of capital with which this corporation will begin business shall not be less than Five Hundred and 00/100 (\$500.00) Dollars.

ARTICLE VI

The street address of the initial registered office of this corporation is 8615 NW 62nd Place, Parkland, FL 33067, and the name of the initial Registered Agent of this corporation at that address is DIPTSY MOLINA. The Registered Agent and Registered Office may be changed from time to time by filing with the Secretary of State of Florida, a Certificate designating a new Registered Agent and/or a new Registered Office without the necessity of amending these Articles of Incorporation.

ARTICLE VII

The number of Directors constituting the initial Board of Directors of the corporation is 1. The number of Directors may be either increased or diminished from time to time by the Bylaws but shall never be less than one (1). The name and address of each of the members of the initial Board of Directors, who unless otherwise provided by the By-Laws of the corporation, shall hold office for the first year of existence of the corporation or until successors are elected or appointed and have duly qualified are as follows:

NAME

ADDRESS

DIPTSY MOLINA

8615 NW 62nd Place, Parkland, FL 33067

ARTICLE VIII

The name and address of each person signing these Articles as an Incorporator are as follows:

NAME

ADDRESS

DIPTSY MOLINA

8615 NW 62nd Place, Parkland, FL 33067

ARTICLE IX

The corporation shall indemnify any officer or director, or any former officer or director, to the fullest extent permitted

any formor officer or director, to the fullest extent permitted by law.

ARTICLE X

The stockholders of this corporation may divide themselves into groups for the purpose of obtaining unit control in the corporation; and when any agreement is made between stockholders owning at least eighty (80%) per cent of the stock then outstanding in the corporation, such agreement shall be binding upon the corporation, and shall be recognized by the Directors and shall be observed by the Officers and Agents of the corporation; and particularly, the stockholders are authorized to include in such agreement entered into between themselves provisions which will confer upon individual groups of power to elect certain numbers of directors, and in particular, stockholder may include in the agreement between themselves the following as valid matters of agreement, to-wit:

- 1. The manner and method in which and the persons by whom directors may be elected;
- 2. Any limitation upon the transferability or assignment of the stock;
- 3. The conferring of preemptive rights of purchase upon the stockholders as conditions precedent to the sale of any other stock;
- 4. Any matter related to effectuating the purposes included in any of the foregoing matters.

Agreements between the stockholder shall continue to be binding upon the corporation until there is filed with the President and the Secretary of the corporation, in duplicate, a written instrument, signed by the persons who originally created such Stockholder's Agreements (or their successor in ownership, providing such succession in ownership shall have been accomplished in accordance with the terms of the Stockholder's Agreements) consenting to the revocation and cancellation of the Agreements among the stockholders.

EXECUTED by the undersigned at Coral Springs, Broward

County, Florida, on this 15th day of August, 1996.

Ollo Puisa

State of Florida

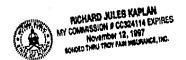
County of Broward

BEFORE ME, the undersigned authority, duly authorized to administer caths and take acknowledgments, personally appeared DIPTSY MOLINA, to me personally known or has produced Florida Drivers License as identification, who executed and acknowledged the foregoing Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and seal at Coral Springs, Broward County, Florida, this 15th day of August, 1996.

NOTARY PUBLIC-State of Florida

My Commission Expires:



CERTIFICATE DESIGNATING REGISTERED AGENT AND REGISTERED OFFICE FOR THE STRVICE OF PROCESS WITHIN FLORIDA

In compliance with Section 48.091, Florida Statutes, the following is submitted:

That BMCC AMERICA, INC, desiring to organize or qualify under the laws of the State of Florida, has named, DIPTSY MOLINA, as its Registered Agent to accept service of process within Florida, at 8615 NW 62nd Place, Parkland, FL 33067, which address is also designated as the registered office of the corporation first mentioned above.

DIPTSY MOLINA

DATED: Aug. 15, 1996

Having been named Registered Agent to accept service of process for the above stated corporation, at the place designated in this Certification, DIPTSY MOLINA, hereby agrees to act in that capacity and further agrees to comply with the provisions of all statutes relative to the proper and complete performance of such duties.

DIPTSY MOLINA

DIFIGI MODINA

DATED: Aug. 15, 1996

