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ARTICLES OF INCORPORATION

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FLORIDA DIVISION OF CORPORATION
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TO: DIVISION OF CORPORATIONS FAX #: (804)922-4001
FROM: EMPIRE CORPORATE KIT COMPANY ACCOUNT#: 072450003266
CONTACT: RAY STORMONT
PHONE: (306)541-3894 FAX #: (306)541-3770

NAME: B Q ACQUISITION CORP.
AUDIT NUMBER.....H96000012315
DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.
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TALLAHASSEE, FLORIDA
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ARTICLES OF INCORPORATION
OF
B G ACQUISITION CORP.

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26 SEP -4 PM 4003

STATE OF FLORIDA

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

- FIRST:** The name of the Corporation is B G Acquisition Corp. (the "Corporation").
- SECOND:** The street address of the initial principal office and mailing address of the Corporation is 201 S. Biscayne Boulevard, Suite 2950, Miami, Florida 33131.
- THIRD:** The Corporation is authorized to issue 7,500 shares of common stock, par value \$.01 per share.
- FOURTH:** The street address of the initial registered office of the Corporation is: 201 S. Biscayne Boulevard, Suite 3000, Miami, Florida 33131 and the registered agent at that address is: B & C Corporate Services, Inc.
- FIFTH:** The name and address of the incorporator of the Corporation is: Linda C. Frazier, Broad and Cassel, Miami Center, 201 South Biscayne Boulevard, Suite 3000, Miami, Florida 33131.
- SIXTH:** The Corporation is organized for the purpose of transacting any and all lawful activities or business for which corporations may be formed under Chapter 607 of the Florida Statutes.
- SEVENTH:** The Corporation expressly elects not to be governed by Section 607.0901 of the Florida Business Corporation Act, as amended from time to time, relating to affiliated transactions.
- EIGHTH:** The Corporation expressly elects not to be governed by Section 607.0902 of the Florida Business Corporation Act, as amended from time to time, relating to control share acquisitions.
- NINTH:** The corporate existence of the Corporation shall commence upon the filing of these Articles of Incorporation and the Corporation shall have perpetual existence.

(305) 373-9400

Linda C. Frazier, Esq.
Florida Bar #0990035
Broad and Cassel
201 S. Biscayne Boulevard
Suite 3000
Miami, FL 33131

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

Linda C. Frazier
Linda C. Frazier, Incorporator

CONFIDENTIAL USA
NOOK

P.02/16

EMPIRE CORPORATE KIT

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ACCEPTANCE OF APPOINTMENT
OF
REGISTERED AGENT

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96 SEP -4 PM 4103
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I hereby accept the appointment as registered agent contained
in the foregoing Articles of Incorporation and state that I am
familiar with and accept the obligations of Section 607.0605 of the
Florida Business Corporation Act.

B & C CORPORATE SERVICES, INC.

By: Linda C. Frasier
Linda C. Frasier, Vice President

CONTRACTUAL FORMS
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P.03/16

EMPIRE CORPORATE KIT

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SEP-04-1996 12:24

BROAD AND CASSEL
ATTORNEYS AT LAW

P9600073303

MURRAY D. BROWN, P.A.
MURSHID, P.A.
NAYRA A. DOUTCH, P.A.
PATRICK LEBRUN, P.A.
C. KIM BURGESS, P.A.
ROBERT D. GATSON, P.A.
RICHARD S. McFARLAND, P.A.
C. DAVID BROWN, N.P.A.
F. YOUSSEF BOUHRETT
MARVIN B. CALIBA, P.A.
CLIFFORD J. CHIOTI, P.A.
ABVIN J. JAFFE, P.A.
M. JEFFREY TURNER, P.A.
RALPH C. DAVALIO, P.A.
DOUGLAS L. MANNHEIMER, P.A.
MARTIN B. PEPPER, P.A.
MICHAEL A. SHANNON, P.A.
ANTHONY W. FAJALA, P.A.
ANDREW D. SAPIEN
CHARLES F. FRATTON, P.A.
JAMES E. BLAITER, P.A.
WILLIAM C. POLLIOTT, P.A.
ALAN B. LEHRMAN, P.A.
DARRYL L. BERNATU, P.A.
DAVID E. MILLER, P.A.
ROBERT T. ROSEN, P.A.

AMBER CUTTER, P.A.
BRIAN CYRUS/TERRY JOHNSON, P.A.
BRIAN M. ALLGOOD, P.A.
TAMMY L. WHITING, P.A.
HIPPITY F. GORDON
ANTHONY S. THOMAS, P.A.
MARI B. TUXBB
THOMAS C. TAUB, P.A.
PETER M. CARLUCCIO, P.A.
JACK R. BLANTZ, P.A.
VIRGINIA BAGLEY JOHNSON, P.A.
JOHN J. ROJAS, P.A.
JOSE A. SANTOS, M.L., P.A.
MINA B. GORDON, P.A.
STEVEN BILLION
AMY S. BLODORN, P.A.
DEBORAH H. JOHNSON, P.A.
DONALD M. GACIO, P.A.
RONALD H. MILLAN, P.A.
LAWRENCE REYNOLDS, P.A.
ANNE ROYER BRAMAN, P.A.
A. HIPPY BORRISON, P.A.
DALE B. BRONSON, P.A.
MARSHALL B. KARINE, P.A.
ROBERT B. JOHNSON, P.A.
DANNY LANE/POD BOWLING, P.A.

BRYAN L. BOURGEOIS, P.A.
CHRISTOPHER E. BOLLA, P.A.
GARY W. JOHNSON, P.A.
CHRISTOPHER E. BOLLA, P.A.
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LUANN M. DONNERKURE
SYBONE L. LUPMAN
MARVIN B. VALCAREN, IV
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DR. COHEN
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J. BROWNSTEIN
WILLIAM P. BURNS
JON B. LAURENT
FRANKE E. BASSICKAN
Writer's Direct Line: 373-9448

May 30, 1997

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

Re: Dissolution of Entities

Dear Sir or Madam:

Enclosed for filing are Articles of Dissolution for B & B Management Group, Inc., B G Acquisition Corp., B & B Financial Communications, Inc. and B & B Advisory Services, Inc. along with a check in the amount of \$350.00, representing the filing fee and certification fee for each entity (\$52.50 x 4 = \$350).

Please acknowledge receipt of the enclosed by stamping the enclosed duplicate copy of this letter as "received" and returning to the undersigned in the envelope provided.

Thank you for your prompt attention to this matter. If you have any questions or comments, please contact the undersigned.

Sincerely,

BROAD AND CASSEL

As Salgado
Anna Salgado
Legal Assistant

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

97 JUN -2 AM 9 09

FILED

Enclosures

cc: Mr. Steven N. Bronson
Linda C. Frazier, Esquire

**ARTICLES OF DISSOLUTION
OF
B G ACQUISITION CORP.**

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FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, being the President of B G Acquisition Corp., a Florida corporation (the "Corporation"), desiring to dissolve the Corporation pursuant to Section 607.1402 of the Florida Business Corporation Act, hereby states as follows:

1. The name of the Corporation is B G Acquisition Corp.
2. The dissolution of the Corporation was authorized on December 31, 1996.
3. The number of votes cast by shareholders was sufficient for approval.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Dissolution as of the 31st day of December, 1996.



Steven N. Bronson, President