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ARTICLES OF INCORPORATION

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FROM: EMPIRE CORPORATE KIT COMPANY ACCT#: 072450003255
CONTACT: RAY STORMONT
PHONE: (305)541-3694 FAX #: (305)541-3770

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

ARTICLES OF INCORPORATION

OF

B G ACQUISITION CORP.

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

CORP\1FMC\AAL08.65A
960830

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

Linda C. Frasier, Incorporator

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ACCEPTANCE OF APPOINTMENT

OF

REGISTERED AGENT

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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 607.0505 of the Florida Business Corporation Act.

B & C CORPORATE SERVICES, INC.

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

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BROAD AND CASSEL
ATTORNEYS AT LAW

SUITE 3000
MIAMI CENTER
201 South Biscayne Boulevard
MIAMI, FLORIDA 33131
(305) 373-9400
FAX (305) 373-9443

Writer's Direct Line: 373-9448

May 30, 1997

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

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*****350.00 *****87.50

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.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Sincerely,

BROAD AND CASSEL

Anna Salgado

Anna Salgado
Legal Assistant

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

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97 JUN -2 AM 9:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF DISSOLUTION
OF
B G ACQUISITION CORP.

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.

Pres.

Steven N. Bronson, President

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