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LAW OFFICE OF
TRACEY S. BROWN

RIVIERA PROFESSIONAL BUILDING
SUITE 306
4675 PONCE DE LEON BOULEVARD
CORAL GABLES, FLORIDA 33146

TELEPHONE (305) 666-8222
FACSIMILE (305) 667-0200

September 11, 1996

Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

300001956143
-09/25/96--01030--025
***122.50 ***122.50

Re: BMS of Coconut Grove, Inc.

Dear Sir or Madam:

Enclosed find Articles of Incorporation of BMS of Coconut Grove, Inc. to be filed among your records. Also enclosed is my check in the amount of \$122.50 to cover the filing fees. Please return the certified copy of the Articles to me at the above address.

Thank you in anticipation of your cooperation.

Very truly yours,

Tracey S. Brown
Tracey S. Brown

Enclosures

1096-19347

Dmc
9/13/96

685, 634, 671

TS
9-19-96

LAW OFFICE OF
TRACEY SKINNER BROWN

WIVIERA PROFESSIONAL BUILDING
SUITE 306
4875 PONCE DE LEON BOULEVARD
CORAL GABLES, FLORIDA 33146

September 13, 1996

TELEPHONE (305) 666-5222
FACSIMILE (305) 667-0206

Division of Corporations
Attn.: Kathy Hyman
409 East Gains Street
Tallahassee, Florida 32399

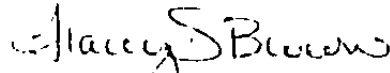
Re: BMS of Coconut Grove, Inc.

Dear Ms. Hyman:

Enclosed please find check in the amount of \$122.50 representing payment of the fees for filing, certified copy, and resident agent for the above referenced corporation which check was, through error, not enclosed with the Articles of Incorporation previously sent to the Division via Federal Express on September 11, 1996. The package was received by the Division on September 12, 9:48 A.M. signed for by "K. Herring."

After filing, please return a certified copy of the Articles of Incorporation to the undersigned. Thank you for your assistance.

Very truly yours,


Tracey Skinner Brown

TSB/sd
enclosure

LAW OFFICE OF
TRACEY SKINNER BROWN

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SUITE 305
4875 PONCE DE LEON BOULEVARD
CORAL GABLES, FLORIDA 33146

TELEPHONE (305) 666-5222
FACSIMILE (305) 667-0206

September 17, 1996

Ms. Kathy Hyman
Division of Corporations
409 E. Gaines Street
Tallahassee, Fl 32399

VIA FEDERAL EXPRESS

RE: BMS of Coconut Grove, Inc.

Dear Ms. Hyman:

I recently spoke with you concerning formation of the captioned corporation. As you may recall, I originally sent the Articles of Incorporation via Federal Express on September 11, 1996, erroneously without the check. On September 13, 1996, I sent the check representing payment of the filing, registered agent, and certified copy fees via regular mail. A copy of that letter and check is enclosed for your reference. In the interim, the Articles of Incorporation were returned to me due to absence of the check and for other changes. I have also enclosed a copy of that letter for your ease of reference. I am now sending the corrected Articles of Incorporation to your attention, and I presume you still have the check. Please advise immediately if that is not the case. If in order, please return a certified copy of the Articles of Incorporation to me in the self-addressed, stamped envelope provided for that purpose. Thank you for your cooperation and assistance.

Very truly yours,

Tracey S. Brown
Tracey Skinner Brown

TSB/clb
Enclosure



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

September 13, 1996

TRACEY S. BROWN, ESQUIRE
4675 PONCE DE LEON BLVD.
SUITE 305
CORAL GABLES, FL 33146

SUBJECT: BMS OF COCONUT GROVE, INC.
Ref. Number: W96000019347

We have received your document for BMS OF COCONUT GROVE, INC., however, upon receipt of your document no check was enclosed. Please send a check or money order payable to the Department of State for \$122.50.

According to section 607.0202(1)(b) or 617.0202(1)(b), Florida Statutes, you must list the corporation's principal office, and if different, a mailing address in the document. If the principal address and the registered office address are the same, please indicate so in your document.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6923.

Doris McDuffie
Corporate Specialist Supervisor

Letter Number: 296A00042666

ARTICLES OF INCORPORATION
OF
BMS OF COCONUT GROVE, INC.

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

ARTICLE I

NAME

The name of the corporation is BMS OF COCONUT GROVE, INC.

ARTICLE II

DURATION

The duration of the corporation is perpetual.

ARTICLE III

PURPOSES

The general purposes for which the corporation is organized are:

1. To transact any and all lawful business for which corporations may be incorporated under the Florida General Corporation Act; and
2. To do such other things as are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing.

ARTICLE IV

AUTHORIZED SHARES

The aggregate number of shares which the corporation is authorized to issue is 1,000. Such shares shall be of a single class, and shall have a par value of \$1.00 per share.

ARTICLE V

INITIAL PRINCIPAL OFFICE AND AGENT

The street address of the initial principal place of business of the Corporation is 5901 S.W. 74 Street, Suite 205, South Miami, Florida 33143. The initial street address of the Corporation's registered office is 4675 Ponce de Leon Blvd., Suite 305, Coral Gables, Florida, 33146, and the name of its registered agent at such address is Tracey Skinner Brown.

ARTICLE VI

DIRECTORS

The number of directors constituting the initial board of directors of the corporation is one with the exact number of directors to be specified by the shareholders from time to time. The name and address of the person who is to serve as the sole member of the initial board of directors is:

VICTOR BROWN
5901 S.W. 74TH STREET
SUITE 205
SOUTH MIAMI, FLORIDA, 33143

ACKNOWLEDGMENT OF APPOINTMENT

BY REGISTERED AGENT

HAVING BEEN NAMED as Registered Agent and to accept Service of Process for the above stated corporation, at 4675 Ponce de Leon Blvd., Suite 305, Coral Gables, Florida, 33146, I hereby accept the appointment as Registered Agent and agree to act in such capacity and agree to comply with 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 under Section 607.0505, Florida Statutes, relative to keeping open said office.



TRACEY SKINNER BROWN,
Registered Agent