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PHENICE INTERNET ACCOUNT NO. : 072100000032

REFERENCE : 094985 85423A

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : September 23, 1996

ORDER TIME : 12:05 PM

ORDER NO. : 094985

CUSTOMER NO: 85423A

CUSTOMER: Keith D. Diamond, Eaq KEITH D. DIAMOND, ESQ

KEITH D. DIAMOND, ESQ

Bank Atlantic, Fourth Floor 46 Southwest First Street

Miami, FL 33130

DOMESTIC FILING

NAME: B-B LAKELAND INVESTORS, INC.

EFFECTIVE DATE:

XXX ARTICLES OF INCORPORATION
CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XXX CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Harry B. Davis

EXAMINER'S INITIALS:

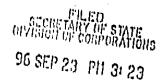
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DIVISION OF CORPONATION

96 SEP 23

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ARTICLES OF INCORPORATION OF D-B LAKELAND INVESTORS, INC.



ARTICLE I

The name of this corporation is B-B LAKELAND INVESTORS, INC. The principal address of the corporation is 7680 Republic Drive, Suite 100, Orlando, Florida 32819.

ARTICLE II

This corporation shall have perpetual existence, unless sooner dissolved according to law.

ARTICLE III

This corporation is organized for the following purpose: To engage in the transaction of any and all lawful business whatsoever.

ARTICLE IV

This corporation is authorized to issue One Thousand (1,000) shares of One Hundred Dollars (\$100.00) par value common stock.

ARTICLE V

The street address of the initial registered office of this corporation is 46 S. W. First Street, Fourth, Floor, Miami, Florida 33130 and the name of the registered agent of this corporation at that address is Keith D. Diamond.

ARTICLE VI

This corporation shall have three (3) directors initially. The number of director(s) may be increased or diminished from time to time by the By-Laws, but shall never be less than one. The name and address of the initial director(s) of this corporation and of the corporation are:

John Piccione

7680 Republic Drive, #100

Orlando, Florida 32819

Issa Ladha

7680 Republic Drive, #100 Orlando, Florida 32819

Naveen Ladha

7680 Republic Drive, #100 Orlando, Florida 32819

The officers of the corporation are as follows:

John Piccione

President

Issa Ladha

Vice-President

Secretary

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ARTICLE_VII

96 SEP 23 PH 3: 23

The name and address of the person signing these Articles is Keith D. Diamond, 46 S. W. First Street, Fourth Floor, Miami, Florida 33130.

ARTICLE VIII

The power to adopt, alter, named or repeal By-Laws shall be vested in the Florida General Corporation Act.

ARTICLE IX

This corporation shall have all the corporate powers enumerated in the Florida General Corporation Act.

ARTICLE X

The corporation shall indemnify any office or director, or any former officer or director, to the full extent permitted by law.

ARTICLE_XI

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 20 day of September, 1996.

I AM HEREBY familiar with and accept the duties and responsibilities as registered agent for said corporation.

KEITH D. DIAMOND
Subscriber and Registered Agent
COUNTY OF DADE

KEITH D. DIAMOND
Subscriber and Registered Agent

The foregoing instrument was acknowledged before me on this day of September, 1996, by Keith D. Diamond, who is personally known to me.

NOTARY (DUBLIC, State of Florida At Large

Print Name: LEYANI ROMAN

My Commission Expires:

LEYANI ROMAN
Notary Public - State of Roids
My Commission Expires Apr 9, 2000
"oramission # CC 546744"

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	NEW FILINGS	HART	AMENDMENTS	經網	經濟			15 CH	=======================================	
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	Fictitious Name		Limited Partnership			\				
	Name Reservation	<u> </u>	Same I maistaill							

Examiner's Initials

Reinstatement
Trademark
Other



FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State

December 9, 1996

INTERNATIONAL EQUITY HOLDINGS, INC. % JAY ADAMS 7680 REPUBLIC DR., SUITE 110 ORLANDO, FL 32819

SUBJECT: B-B LAKELAND INVESTORS, INC. Ref. Number: P96000078885

This will acknowledge receipt of your correspondence which is being returned for the following reason(s):

The fee to file your document is \$35.

If you have any questions concerning the filing of your document, please call (904) 487-6916.

Carol Mustain Corporate Specialist

Letter Number: 596A00054921

ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION OF

B. B. Lakoland Investors, Inc. (present name)

Pursuant to the provisions of section 607.1006, Florida Statutes, this Florida profit corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Amendment(s) adopted: (indicate article number(s) being amended added on deleted)

The new corporate name will be:

B. B. South Lakeland Investors, Inc.

SECHEDAY OF SIATE

SECOND: If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

TURD:	The date of each amendment's adoption: November 20, 1996						
FOURTE	: Adoption of Amendment(s) (CHECK ONE)						
	The amendment(s) was/were approved by the shareholders. The number of votes east for the amendment(s) was/were sufficient for approval.						
	The amendment(s) was/were approved by the shareholders through voting groups. The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):						
	"The number of votes cast for the amendment(s) was/were sufficient for approval by						
Σ	The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.						
	The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.						
Signed this 20th day of November , 19 96 .							
	(By the Chairman or Vice Chairman of the Board of Directors, President or other officer if adopted by the shareholders)						
	OR						
	(By a director if adopted by the directors)						
	OR						
	(By an incorporator if adopted by the incorporators)						
	Naveen Ladha Typed or printed name						
Secretary / Vice President							
Title							