

BENSON, MOYLE & CHAMBERS

ATTORNEYS AT LAW

ONE EIGHT ZERO EIGHT SEVEN FOUR TWO

FOURTH FLOOR, TOWER

ONE EIGHT ZERO EIGHT SEVEN FOUR TWO

FORT LAUDERDALE, FLORIDA 33301-1007

WILLIAM H. BENTLEY, JR.
THE HONORABLE CLERK OF THE
SUPREME COURT OF FLORIDA
TALLAHASSEE, FLORIDA

RECEIVED BY THE
CLERK OF THE
MAJOR COUNTY
CLERK OF THE
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CLERK OF THE

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

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-10/22/96--01029--016
*****70.00 *****70.00

Re: Incorporation of BMG, INC.
OUR FILE NO. 96-293

Dear Secretary of State:

Please find enclosed the original and one copy of the Articles of Incorporation to be filed with your office along with our check in the amount of \$70.00 representing the filing fee regarding:

BMG, INC.

Please return a stamped copy of the Articles of Incorporation to our office via the enclosed envelope.

Thank you for your cooperation in this regard.

Very truly yours,

BENSON, MOYLE & CHAMBERS

Bernard T. Moyle,
For the Firm

BTM/loc
Enclosures
K-96-293\SECSTAT.LTR

FILED
96 OCT 21 AM 10:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
BMG, INC.**

FILED
96 OCT 21 AM 10:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation:

ARTICLE I

The name of the corporation is **BMG, INC.**

whose principal place of business is 1865 SW 4th Avenue, #D-2, Delray Beach, Florida 33444.

ARTICLE II

The period of duration of the corporation is perpetual.

ARTICLE III

The purpose or purposes for which the corporation is organized are to engage in any activity or business permitted under the laws of the United States and of this State.

ARTICLE IV

The corporation shall have the authority to issue one thousand (1,000) shares, all of one class of Capital Stock, with a par value of \$1.00 per share.

ARTICLE V

The address of its initial registered office is One Financial Plaza, NationsBank Tower, Suite 1600, Ft. Lauderdale, Florida 33394 and the name of its initial registered agent at said address is Bernard T. Moyle, Esquire.

EFFECTIVE DATE
10-18-96

ARTICLE VI

The number of directors constituting its initial Board of Directors is one (1), whose name and address are:

Bret Michael Greer
1865 SW 4th Avenue, #D-2
Delray Beach, Florida 33444

ARTICLE VII

The name and address of the incorporator is:

Bernard T. Moyle, Esq.	NationsBank Tower
	One Financial Plaza
	Suite 1600
	Ft. Lauderdale, Fl. 33394

ARTICLE VIII

The shareholders shall have the power to adopt, amend, alter, change, or repeal the Articles of Incorporation when proposed and approved at a stockholder's meeting, with not less than a two-thirds vote of the common stock.

ARTICLE IX

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors.

ARTICLE X

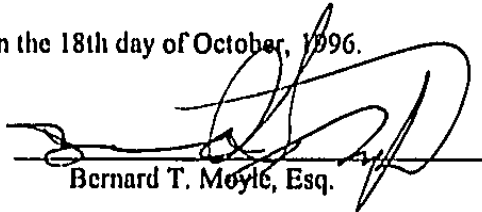
The holders of the common stock of this corporation shall have preemptive right to purchase, at prices, terms, and conditions that shall be fixed by the Board of Directors, such of the shares of the stock of this corporation as may be issued for money (money or any property or services) from time to time, in addition to that stock authorized by the corporation. The preemptive right of any holder

is determined by the ratio of the authorized shares of common stock held by the holder to all shares of common stock currently authorized.

ARTICLE XI

Pursuant to Florida Statute Section 607.0203., the effective date of the commencement of corporate existence is the 18th day of October, 1996, which is the date of subscription and acknowledgment of the Articles of Incorporation. Said Articles of Incorporation are to be filed within five days after such date.

IN WITNESS WHEREOF, THE UNDERSIGNED has made and subscribed of these Articles of Incorporation at Ft. Lauderdale, Florida, on the 18th day of October, 1996.



Bernard T. Moyle, Esq.

STATE OF FLORIDA

COUNTY OF BROWARD

BEFORE ME, the undersigned authority personally appeared Bernard T. Moyle, Esq. who is to me well known to be the person described in and who subscribed to the above Articles of Incorporation, and he did freely and voluntarily acknowledge before me according to law that he made and subscribed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and my official seal at Ft. Lauderdale, in said County and State this 18th day of October, 1996.

Notary Public, State of Florida

Printed Name: _____

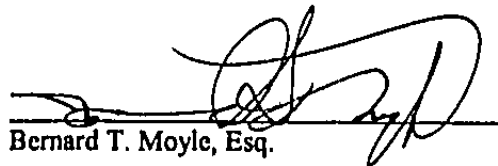
My Commission Expires:
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ACKNOWLEDGMENT OF REGISTERED AGENT

STATE OF FLORIDA

COUNTY OF BROWARD

BEFORE ME, the undersigned authority personally appeared Bernard T. Moyle, Esq. who is to me well known to be the person described in and who is named as the Registered Agent in the above Articles of Incorporation, and he did freely and voluntarily acknowledge before me according to law that he has authorized said corporation to name him as its initial Registered Agent for the purposes mentioned and set forth in Article V. He did further agree to comply with the provisions of Section 607.0505 Florida Statute (1993) all statutes relating to the proper and complete performance of his duties, and he is familiar with and accepts the obligations of his position as Registered Agent.


Bernard T. Moyle, Esq.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal at Fort Lauderdale
in said County and State this 18th day of October, 1996.

FILED
96 OCT 21 AM 10:45
SECRETARY OF STATE
TALLAHASSEE FLORIDA

Notary Public, State of Florida

Printed Name: _____

My Commission Expires:
K:\96-293\ARTINC.BMG