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11/08/96

FLORIDA DIVISION OF CORPORATIONS  
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((H96000015826 6))

TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4001

FROM: STEARNS WEAVER MILLER, ET AL.  
CONTACT: BARBARA A BEALL  
PHONE: (305)789-3200

ACCT#: 076077002504

FAX #: (305)789-3393

NAME: BBI-I SUB, INC.

AUDIT NUMBER.....H96000015826

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

PAGES..... 5

CERT. COPIES.....1

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AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE DOCUMENT

\*\* ENTER 'M' FOR MENU. \*\*

ENTER SELECTION AND <CR>:

12:24 pm

Friday November 8, 1996

Attention Terri or Dana:

Attached for filing is an executed copy of Articles of Incorporation  
for the above referenced corporation. Please return the certified copy to my  
attention via fax.

I have also attached the Name Reservation Letter as requested.

Please call me at (305)789-3545 with any questions you may have. Thank  
you for your cooperation.

Very truly yours,

*Marcia K. Cox*

Marcia K. Cox  
Legal Assistant

RECEIVED

NOV 8 1996

TALLAHASSEE, FLORIDA

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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11/8/96  
596-5423



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

November 7, 1996

CT CORPORATION SYSTEM  
660 E JEFFERSON ST  
TALLAHASSEE, FL 32301

The name BBI - I SUB, INC. has been reserved for 120 days beginning November 5, 1996. The reservation number is R96000005272 and this reservation is **NONRENEWABLE**.

A reservation is not a grant of authority to use the name. It is only a withholding of a name from its availability for use by another. When the proposed document is submitted, the name will **AGAIN** be checked against the records of the Division and if still no conflict exists and all other requirements are fulfilled, the reserved name shall be filed as the entity name.

The Division of Corporations is a ministerial filing office and may not render any legal advice. The Division does not adjudicate the legality of any corporate name or arbitrate disputes between entities. You may wish to review other laws such as common law rights, including rights to a trade name; United States Code, Federal Trademark Act, Section 1051 (Lanham Act); Chapter 495, Florida Statutes, Registration of Trademarks and Service Marks (Florida Trademark Act); and Section 865.09, Florida Statutes (Fictitious Name Act).

If someone else submits the document for filing, it must have a copy of this letter attached.

Should you have any questions regarding this matter, please telephone (904) 488-9000, the Name Availability Section

Judy Eure

Letter number: 496A00050747

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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**ARTICLES OF INCORPORATION  
OF  
BBI-I SUB, INC.**

**ARTICLE I**

**Name**

The name of the corporation is BBI-I Sub, Inc. (the "Corporation").

**ARTICLE II**

**Address of Initial Principal Office and Mailing Address**

The initial street address of the initial principal office of the Corporation and the mailing address of the Corporation is 4400 Biscayne Boulevard, Miami, Florida 33137.

**ARTICLE III**

**Initial Registered Office and Registered Agent**

The street address of the initial registered office of the Corporation in the State of Florida is 4400 Biscayne Boulevard, Miami, Florida 33137. The name of the registered agent of the Corporation at such address is Armando A. Tabernilla.

**ARTICLE IV**

**Corporate Purpose**

The Corporation is organized for the purpose of transacting any or all lawful business for corporations organized under the Florida Business Corporation Act (the "FBCA").

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Prepared by: Marcia K. Cox, Legal Assistant  
Stearns Weaver Miller Weissler  
Alhadeff & Sitterson, P.A.  
150 West Flagler Street  
Miami, FL 33130  
(305)789-3200

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## ARTICLE V

### Initial Incorporator

The name and address of the person filing these Articles of Incorporation is:

**Name**

**Address**

Geoffrey MacDonald

Stearns Weaver Miller Weissler  
Alhadeff & Sitterson, P.A.  
2200 Museum Tower Building  
150 West Flagler Street  
Miami, FL 33130

## ARTICLE VI

### Capital Stock

The aggregate number of shares which the Corporation shall have authority to issue is 1,000, all of which shall be shares of Common Stock, par value \$0.01 per share.

## ARTICLE VII

### Directors

(1) The initial Board of Directors shall consist of three directors. The number of directors may be either increased or decreased from time to time as provided for in the Bylaws of the corporation, but shall never be less than one.

(2) Elections of directors of the Corporation need not be by written ballot, except and to the extent provided in the Bylaws of the Corporation.

(3) To the fullest extent permitted by the FBCA as it now exists and as it may hereafter be amended, no director of the Corporation shall be personally liable to the Corporation or its shareholders for monetary damages for breach of fiduciary duty as a director.

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### ARTICLE VIII

#### Bylaws

The directors of the Corporation shall have the power to adopt, amend or repeal Bylaws.

### ARTICLE IX

#### Indemnification of Directors, Officers and Others

The corporation shall indemnify any officer, director, employee or agent, or any former officer, director, employee or agent of the Corporation, to the fullest extent permitted by law.

### ARTICLE X

#### Amendment


The Corporation reserves the right to amend, alter, change or repeal any provision of these Articles of Incorporation, in the manner now or hereafter prescribed by law, and all rights conferred on shareholders in these Articles of Incorporation are subject to this reservation.

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IN WITNESS WHEREOF, the undersigned incorporator has executed these  
Articles of Incorporation on November 8, 1996.

  
\_\_\_\_\_  
Geoffrey MacDonald  
Incorporator

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ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for HBI-I Sub, Inc. at the place designated in the Articles of Incorporation, Armando A. Tabernilla is familiar with, and accepts the obligations of that position, including, without limitation, the provisions of Section 607.0305, Fla. Stat. (1991), relative to keeping open such office until such time as he shall notify the Corporation of his resignation.

Dated this 8<sup>th</sup> day of November, 1996.

  
Armando A. Tabernilla

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