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TALLAHASSEE, FL 32301-2607
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904-222-0393 FAX

800-342-8086



PRESTICE HALL
LEGAL & FINANCIAL SERVICES ACCOUNT NO. : 072100000032

REFER# : 164664 8739A

AUTHORIZATION :

COST LIMIT \$-70.00

ORDER DATE : November 22, 1996

ORDER TIME : 9:52 AM

ORDER NO. : 164664-005

CUSTOMER NO: 8739A

300002012463--9

CUSTOMER: Jonathan Shepard, Esq
SIEGEL & LIPMAN

Suite 801
5355 Town Center Road
Boca Raton, FL 33432

DOMESTIC FILING

NAME: BJB HOLDINGS, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Daniel W Leggett

EXAMINER'S INITIALS:

FILED
96 NOV 22 AM 10:12
STATE OF FLORIDA
TALLAHASSEE, FLORIDA

RECEIVED
96 NOV 22 AM 11:20
DIVISION OF CORPORATE
REGISTRATION

Dmc 11/22/96

**ARTICLES OF INCORPORATION
OF
BJB HOLDINGS, INC.**

FILED
96 NOV 22 AM 10:12
TALLAHASSEE, FLORIDA

**ARTICLE 1
NAME**

The name of this Corporation is BJB Holdings, Inc.

**ARTICLE 2
PRINCIPAL PLACE OF BUSINESS**

The principal place of business of this Corporation shall be 3075 Canterbury Drive, Boca Raton, Florida 33434.

**ARTICLE 3
MAILING ADDRESS**

The mailing address of this Corporation shall be 3075 Canterbury Drive, Boca Raton, Florida 33434.

**ARTICLE 4
PURPOSES AND POWERS**

This Corporation may engage in any activity or business permitted under the laws of the United States and the State of Florida.

**ARTICLE 5
CAPITAL STOCK**

The aggregate number of shares which this Corporation shall have authority to issue is One Hundred (100) shares of Common Stock, having a par value of ONE CENT (\$.01) per share, which shares of Common Stock, as a class, shall have unlimited voting rights and are entitled to receive the net assets of this Corporation upon dissolution.

**ARTICLE 6
INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this Corporation is Joseph E. Jack and the name of the initial registered agent of this Corporation at that address is 3075 Canterbury Drive, Boca Raton, Florida 33434.

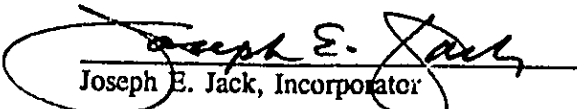
ARTICLE 7
INCORPORATOR

The name and address of the person signing these Articles of Incorporation, the Incorporator, is Joseph E. Jack, 3075 Canterbury Drive, Boca Raton, Florida 33434.

ARTICLE 8
AMENDMENT

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, as provided by law.

The undersigned Incorporator has executed these Articles of Incorporation this 21st day of November, 1996.



Joseph E. Jack, Incorporator

**CERTIFICATE OF
DESIGNATION OF REGISTERED AGENT
FOR
BJB HOLDINGS, INC.**

FILED

96 NOV 22 AM 10:13

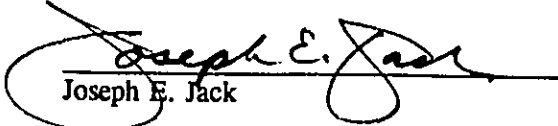
TALLAHASSEE, FLORIDA

Pursuant to Section 607.0505, Florida Statutes, the following is submitted:

BJB Holdings, Inc., desiring to organize under the laws of the State of Florida, with its registered office as indicated in the Articles of Incorporation, has named Joseph E. Jack, located at 3075 Canterbury Drive, City of Boca Raton, County of Palm Beach, State of Florida, 33434, as its registered agent for service of process within this State.

ACKNOWLEDGEMENT:

Having been named to accept service of process for the above-stated Corporation, at the place designated in this Certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties and I accept the duties and obligations as set forth in Section 607.0505, Florida Statutes.


Joseph E. Jack