

P96000098528

20 HAYS
TALLAHASSEE 32301-26
222-917
222-030

342 806

FILED



PRENTICE HALL
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032

96 DEC -5 PM 4:16

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

REFERENCE : 176945 4337904

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : December 5, 1996

ORDER TIME : 11:07 AM

ORDER NO. : 176945-005

CUSTOMER NO: 4337904

700002021207--5

-12/05/96--01081--002
****122.50 ****122.50

CUSTOMER: Ms. Olga Bradham
THERREL BAISDEN & MEYER WEISS

Suite 500
1111 Lincoln Road
Miami Beach, FL 33139

DOMESTIC FILING

NAME: B.R.C. MIAMI, INC.

EFFECTIVE DATE:

RECEIVED
DEC -5 PM 1:02

XX ARTICLES OF INCORPORATION
XX CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Deborah Schroder

EXAMINER'S INITIALS: _____

XH
12-5-96

ARTICLES OF INCORPORATION
OF
B.R.C. MIAMI, INC., a Florida corporation

FILED
96 DEC -5 PM 4: 16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

Name

The name of the corporation is **B.R.C. MIAMI, INC., a Florida corporation.**

ARTICLE II

Duration

This corporation shall have a perpetual existence, unless dissolved according to law, commencing upon the filing of these Articles of Incorporation with the Florida Division of Corporation of the Department of State.

ARTICLE III

Purpose

This corporation is organized for the purpose of transacting any or all lawful business for which corporations may be incorporated under the Florida General Corporation Act.

ARTICLE IV

Capital Stock

This corporation is authorized to issue **ONE HUNDRED (100) shares of ONE AND NO/100DOLLARS (\$1.00) par value common stock, which shall be designated "Common Shares."**

ARTICLE V

Initial Registered Office and Agent

The street address of the initial registered office of this corporation is: 1111 Lincoln Road Mall, Suite 500, Miami Beach, Florida 33139, and the name of the initial registered agent of this corporation at that address is: Richard A. Wood, Esquire.

ARTICLE VI

Initial Board of Directors

This corporation shall initially have one (1) director. The number of directors may be either increased or diminished from time to time by the By-laws, but shall never be less than ONE (1). The names and addresses of the initial director of the corporation is: RICHARD A. WOOD, c/o THERREL BAISDEN & MEYER WEISS, 1111 Lincoln Road Mall, Suite 500, Miami Beach, Florida 33139.

ARTICLE VII

Incorporator

The name and address of the person signing these Articles is: RICHARD A. WOOD, Esquire, 1111 Lincoln Road Mall, Suite 500, Miami Beach, Florida 33139.


IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation on this 4th day of December, 1996.


RICHARD A. WOOD, Subscriber

STATE OF FLORIDA)
)ss
COUNTY OF DADE)

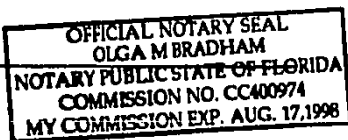
BEFORE ME, a notary public authorized to take acknowledgments in the state and county set forth above, personally appeared **RICHARD A. WOOD, ESQUIRE** known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the state and county aforesaid, this 4th day of December, 1996.



Notary Public, State of Florida
at Large

My Commission Expires:



**CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

FILED
96 DEC -5 PM 4:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**B.R.C. MIAMI, INC.,
a Florida corporation**

In pursuance of Section 607.034, Florida Statutes, the following is submitted, in compliance with said Act:

First—that **B.R.C. MIAMI, INC.,** a Florida corporation, desiring to organize under the laws of the State of Florida with its principal office at: c/o **THERREL BAISDEN & MEYER WEISS**, 1111 Lincoln Road Mall, Suite 500, Miami Beach, Florida 33139, has named **Richard A. Wood, Esquire**, located at 1111 Lincoln Road Mall, Suite 500, Miami Beach, Florida 33139, as its agent to accept service of process within this state. Having been named to accept service of process for the above stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.


RICHARD A. WOOD

dan\alexander.art

THERREL BAISDEN & MEYER WEISS