

796000101417
TRANSMITTAL LETTER

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

4000002022174--9
-12/06/96--01064--0003
*****70.00 *****70.00

SUBJECT:

Enclosed is an original and one (1) copy of the articles of incorporation regarding the subject corporation and a check for:

<u>X</u>	\$70.00	—	\$78.75	—	\$122.50	—	\$131.25
	Filing fee		Filing fee & Certificate		Filing fee & Certified Copy		Filing fee & Certified Certificate

Please return the photocopy to me with the filing date stamped on it at your earliest convenience. Thank you.

From & Return To: BSE Associates, Inc.
C/O Barry Engleberg
1186 Saddlehorn Cr
Winter Springs, FL 32708

FILED
96 DEC 17 AM 9:43
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

691
W96-25700

DEC 9 1996

BSB

DEC 17 1996



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

December 9, 1996

BSE ASSOCIATES, INC.
C/O BARRY ENGLEBERG
1186 SADDLEHORN CR.
WINTER SPRINGS, FL 32708

SUBJECT: BSE ASSOCIATES, INC.
Ref. Number: W96000025700

We have received your document for BSE ASSOCIATES, INC. and check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The document must state the number of shares of authorized stock.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6925.

Brenda Baker
Corporate Specialist

Letter Number: 796A00054906

ARTICLES OF INCORPORATION

OF

BSE Associates, Inc.

FILED
96 DEC 17 AM 9:43
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator, for the purpose of forming a corporation pursuant to the provisions of the "Florida Business Corporation Act", hereby adopts the following Articles of Incorporation:

ARTICLE ONE - NAME

The name of the corporation shall be:

BSE Associates, Inc.

ARTICLE TWO - PRINCIPAL OFFICE

The principal place of business and mailing address of the corporation shall be:

1186 Saddlehorn Cr
Winter Springs, Fl 32708

ARTICLE THREE - TERM OF EXISTENCE

This corporation shall exist perpetually.

ARTICLE FOUR - NATURE OF BUSINESS

This corporation may engage in or transact any and all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, county, territory, or nation.

ARTICLE FIVE - CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

<u>Class</u>	<u>Par Value</u>	<u>Number</u>
Common	\$1.00	100

ARTICLES SIX - INITIAL REGISTERED AGENT

The name and address of the initial registered agent and registered office is:

Barry Engleberg
1186 Saddlehorn Cr
Winter Springs, Fl 32708

ARTICLE SEVEN- INITIAL DIRECTOR

The number of directors constituting the initial Board of Directors of the corporation is one(1), and the name of the persons(s) who is(are) to serve as a director(s) until the organization meeting or until the first meeting of shareholders or until his(their) successor(s) is(are) elected and qualified is(are)

1. Barry Engleberg

ARTICLE EIGHT - LIMITATION OF LIABILITY

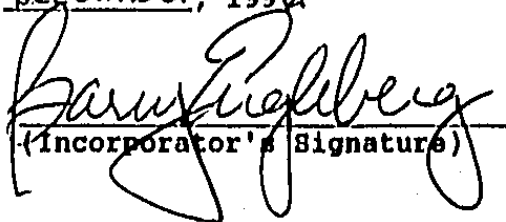
Each director, stockholder and officer, in consideration for his services, shall be indemnified, whether then in office or not, for the reasonable cost and expenses incurred by him in connection with the defense of, or for advice concerning any claim asserted or proceeding brought against him by reason of his being or having been a director, stockholder or officer of the corporation or of any subsidiary of the incorporation, whether or not wholly owned, to the maximum extent permitted by law. The foregoing right of indemnification shall be inclusive of any other rights to which any director, stockholder or officer may be entitled as a matter of law.

ARTICLE NINE- INCORPORATOR

The name and address of the incorporator to these Articles of Incorporation is

Name: Barry Engleberg
Address: 1186 Saddlehorn Cr
Winter Springs, Fl 32708

The undersigned incorporator hereby declares, under the penalties of perjury, that the statements made in the foregoing Articles of Incorporation are true. The undersigned has executed the Articles of Incorporation this 4 day of December, 1996


(Incorporator's Signature)

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT & REGISTERED OFFICE**

PURSUANT TO THE PROVISION OF SECTION 607.0501 OR 617.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED AGENT AND REGISTERED OFFICE, IN THE STATE OF FLORIDA.

1. The name of the corporation is:

BSE Associates, Inc.

2. The name and address of the registered agent and office is:

Barry Engleberg
1186 Saddlehorn Cr
Winter Springs, Fl 32708

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


(Signature of Registered Agent)

12/4/96
(Date)

FILED
96 DEC 17 AM 9:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA