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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

December 16, 1996

Corporate Division
Secretary of State
Carlton Building
Tallahassee, FL 32304

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-12/19/96--01055--012
*****70.00 *****70.00

RE: BGW Holdings, Inc.

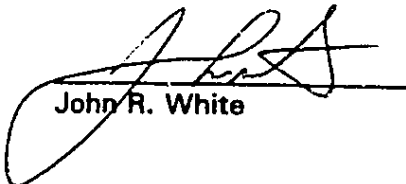
Gentlemen:

Enclosed is a check in the amount of \$ 70.00 regarding the incorporation of the
above named company:

Filing Fee	\$ 35.00
Registered Agent Fee	<u>35.00</u>
Total	\$ 70.00

Also enclosed is a copy of the Articles of Incorporation.

Very truly yours,


John R. White

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ARTICLES OF INCORPORATION
OF
BGW HOLDINGS, INC.

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TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of the corporation is
BGW HOLDINGS, INC.
and the principal office address is
7400 N.W. 7 STREET,
SUITE 109, 2ND FLOOR
MIAMI, FLORIDA 33126

ARTICLE II - DURATION

This corporation shall exist perpetually commencing on the date of execution and acknowledgment of these articles or if these articles should not be filed within five days of execution, then upon filing with the Secretary of State.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 100 shares of FIVE DOLLARS (\$5.00) Par value common stock which shall be designated "Common Shares".

ARTICLE V - RIGHTS OF SHARES OF CAPITAL STOCK

Section 1. Dividends.

The directors may declare and pay dividends upon the Common Shares.

Section 2. Rights upon Liquidation of Dissolution.

In the event of any voluntary or involuntary liquidation, dissolution, or winding up of this corporation, the holders of record of the outstanding common shares shall be entitled to rateable distribution of the remaining assets.

Section 3. Voting Rights.

Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding Common Shares.

ARTICLE VI - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VII - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is:

7400 N.W. 7 STREET
SUITE 109, 2ND FLOOR
MIAMI, FLORIDA 33126

and the name of the initial registered agent of this corporation at that address is:

JOHN R. WHITE

ARTICLE VIII - INITIAL BOARD OF DIRECTORS

This corporation shall have one director initially. The number of directors may be either increased or diminished from time to time by the bylaws but shall never be less than one. The name and address of the initial director of this corporation is:

JOHN R. WHITE
7400 N.W. 7 STREET
SUITE 109, 2ND FLOOR
MIAMI, FLORIDA 33126

ARTICLE IX - INCORPORATOR

This name and address of the person signing these articles is

JOHN R. WHITE
7400 N.W. 7 STREET
SUITE 109, 2ND FLOOR
MIAMI, FLORIDA 33126

ARTICLE X - BYLAWS

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors and the shareholders.

ARTICLE XI - SHAREHOLDERS MEETING REQUIRED

Any action of the shareholders of this corporation must be taken at a meeting of shareholders of this corporation, duly called as provided by law.

ARTICLE XII - MANAGEMENT OF CORPORATION BY SHAREHOLDERS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of this corporation shall be managed under the direction of, the shareholders of this corporation.

ARTICLE XIII - POWERS

This corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act.

ARTICLE XIV - ACTION BY DIRECTORS WITHOUT A MEETING

The directors of this corporation may take action by written consent, as provided by law.

ARTICLE XV - DIVIDENDS

Dividends may be paid to shareholders only out of the unreserved and unrestricted earned surplus of the corporation.

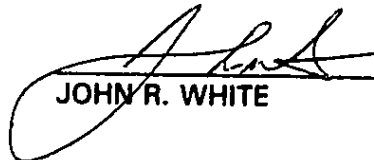
ARTICLE XVI - INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE XVII - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these articles of incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS THEREOF, the undersigned subscriber has executed these articles of incorporation the 18th day of December, 1996.


JOHN R. WHITE

STATE OF FLORIDA)

COUNTY OF DADE)

BEFORE ME, a notary public authorized to take acknowledgments in the state and county set forth above, personally appeared JOHN R. WHITE 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 by official seal, in the state and county aforesaid, this 18th day of Dec, 1996.



[Signature]
Notary Public, State of Florida at Large

STATE OF FLORIDA

CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS
WITHIN THE STATE, NAMING THE AGENT UPON

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

WHOM PROCESS MAY BE SERVED

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

FIRST: That BGW HOLDINGS, INC.

desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation located in Princeton, State of Florida, has named JOHN R. WHITE its agent to accept service of process within this State.

ACCEPTANCE

Having been named to accept service of process for the above-named corporation, at the place designated in this certificate, the undersigned hereby accepts to act in this capacity, and agrees to comply with the provision of said act relative to keeping open said office.


JOHN R. WHITE