

P96000103627

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870

Mailing Address: Post Office Box 10349, Tallahassee, FL 32302

TOLL FREE No. 1-800-342-8062

FAX (904) 222-1222

NAME _____

FIRM _____

ADDRESS _____

PHONE () _____

Service: Top Priority _____ Regular _____
One Day Service Two Day Service

To us via _____ Return via _____

Matter No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

EFFECTIVE DATE
12-26-96

File 1st
Please

RE: BMR Investments G.P., Inc.

	C.C. FEE.	DISBURSED
Capital Express™		
Art. of Inc. File		
Corp. Record Search		
Ltd. Partnership File		
Foreign Corp. File		
() Cert. Copy(s)		
Art. of Amend. File		
Dissolution/Withdrawal		
C U S-		
Fictitious Name File		
Name Reservation		
Annual Report/Reinstatement		
Reg. Agent Service		
Document Filing		
Corporate Kit		
Vehicle Search		
Driving Record		
Document Retrieval		
UCC 1 or 3 File		
UCC 11 Search		
UCC 11 Retrieval		
File No.'s, Copies		
Courier Service		
Shipping/Handling		
Phone ()		
Top Priority		
Express Mail Prep.		
FAX ()		

SUBTOTALS

FEE.....

DISBURSED.....

SURCHARGE.....

TAX on corporate supplies.....

SUBTOTAL.....

PREPAID.....

BALANCE DUE.....

RECEIVED

\$

\$

\$

\$

\$

\$

\$

REQUEST TAKEN CONFIRMED APPROVED

DATE 12/27

TIME _____ CK No. _____

BY _____

WALK-IN Will Pick Up 9:00 JK

Please remit invoice number with payment
TERMS: NET 10 DAYS FROM INVOICE DATE
1 1/2% per month on Past Due Amounts
Past 30 Days, 18% per Annum.

THANK YOU
from

Your Capital Connection

EFFECTIVE DATE
12-26-96.

ARTICLES OF INCORPORATION
OF
BMR INVESTMENTS G.P., INC.

FILED
96 DEC 27 AM 9:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, desiring to form a corporation for profit under the laws of the State of Florida, hereby adopts the following Articles of Incorporation:

ARTICLE I: NAME

The name of the corporation is BMR Investments G.P., Inc.

ARTICLE II: PRINCIPAL OFFICE OR MAILING ADDRESS

The principal office of the corporation is 2653 Holly Point Road East, Orange Park, Florida 32073. The mailing address of the corporation is 2653 Holly Point Road East, Orange Park, Florida 32073.

ARTICLE III: CAPITAL STOCK

(a) Authorized Shares. The total number of shares that may be issued by the corporation is 100,000, all of which shall be of the same class, shall be of the par value of \$.10 per share, and shall be designated common stock.

(b) Capital Stock. The capital of the corporation shall be at least equal to the sum of the aggregate par value of all issued shares having par value, plus such amounts as, from time to time, by resolution of the Board of Directors, may be transferred thereto.

(c) Corporate Liquidation and Dissolution. In the event of voluntary or involuntary liquidation, dissolution or winding up of the corporation, the holders of record of the common stock shall be entitled to receive distribution, ratably, of the remaining assets of the corporation.

(d) Voting. Each share of common stock shall have equal and full voting powers and rights, and the holders of record thereof shall be entitled to one vote for each share so held. At all meetings of shareholders a majority in number of shares entitled to vote at such meetings, present either in person or represented by proxy, shall constitute a quorum.

(e) Preemptive Rights. Each shareholder of this corporation shall have the first right to purchase shares (and securities convertible into shares) of any class, kind or series of stock in this corporation that may from time to time be issued (whether or not presently authorized), including shares from the treasury of this corporation, in the ratio that the number of

shares such shareholder holds at the time of issue bears to the total number of shares outstanding, exclusive of treasury shares. This right shall be deemed waived by any shareholder who does not exercise it and pay for the shares preempted within thirty (30) days of receipt of a notice in writing from the corporation, stating the prices, terms and conditions of the issue of shares, and inviting such shareholder to exercise such preemptive rights. This right may also be waived by affirmative written waiver submitted by the shareholder to the corporation within thirty (30) days of receipt of notice from the corporation.

(f) Cumulative Voting. Cumulative voting shall not be permitted.

(g) Restrictions on Transfer of Stock. No shareholder may sell, assign, transfer, grant a security interest in, pledge, hypothecate or otherwise dispose of or encumber shares of common stock without the prior written consent of the holders of at least seventy-five percent (75%) of the outstanding shares of common stock of the corporation, except as otherwise specified in Bylaws of the corporation adopted by the holders of at least seventy-five percent (75%) of the outstanding shares of common stock of the corporation or in a written shareholder agreement executed by and binding upon all holders of common stock of the corporation and filed with the secretary of the corporation. Any transaction in violation of such restriction on transfer shall be null and void and the secretary of the corporation shall in no event issue or reissue shares of common stock, nor transfer the ownership of such shares on the register of the corporation, except after proof of compliance with the terms and conditions of such restriction on transfer. Notwithstanding any other provision in these Articles of Incorporation or any shareholder agreement, there shall be no restriction on transfers of shares of common stock to the corporation. The transfer of shares of common stock of the corporation shall also be subject to such restrictions on transfer as set forth in Bylaws of the corporation adopted by the holders of at least seventy-five percent (75%) of the outstanding shares of common stock of the corporation or in a written shareholder agreement executed by and binding upon all holders of common stock of the corporation and filed with the secretary of the corporation.

ARTICLE IV: INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 1 Independent Drive, Suite 2600, Jacksonville, Florida 32202, and the name of the initial registered agent of this corporation at that address is Michael W. Fisher.

ARTICLE V: INCORPORATOR

The name and street address of the incorporator of this corporation are:

Robert E. Breen
2653 Holly Point Road East
Orange Park, FL 32073

ARTICLE VI: DIRECTORS

(a) Number. The corporation shall have one (1) director initially. The number of directors may be increased or decreased from time to time by bylaws adopted by the shareholders.

(b) Initial Board of Directors. The name and address of the director until the first annual meeting of the shareholders, is as follows:

<u>NAME</u>	<u>ADDRESS</u>
Robert E. Breen	2653 Holly Point Road East Orange Park, FL 32073

(c) Compensation. The Board of Directors is hereby specifically authorized to make provision for reasonable compensation to its members for their services as directors, and to fix the basis and conditions upon which such compensation shall be paid. Any director of the corporation may also serve the corporation in any other capacity and receive compensation therefor in any form.

(d) Indemnification. The Board of Directors is hereby specifically authorized to make provision for indemnification of directors, officers, employees and agents to the full extent permitted by law.

ARTICLE VII: BYLAWS

The initial Bylaws of this corporation shall be adopted by the directors. Bylaws shall be adopted, altered, amended or repealed from time to time by either the shareholders or the Board of Directors, but the Board of Directors shall not alter, amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that such bylaw is not subject to amendment or repeal by the directors.

ARTICLE VIII: DURATION

This corporation shall exist perpetually. Corporate existence shall commence on the date these Articles are executed and acknowledged, except that if they are not filed by the Department of State of the State of Florida within five (5) business days thereafter, corporate existence shall commence upon filing by the Department of State.

ARTICLE IX: AMENDMENT

These Articles may be amended from time to time upon the affirmative vote of shareholders holding a majority in number of the outstanding shares of common stock of the corporation, provided, however, that Article III, Section (e) and Article III, Section (g) and this Article IX may not be changed except upon the affirmative vote of shareholders holding at least seventy-five percent (75%) of the total outstanding shares outstanding of common stock of the corporation.

IN WITNESS WHEREOF, I have made, signed and hereby acknowledge these Articles of Incorporation this 26 day of December, 1996.


Robert E. Breen

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

FILED

96 DEC 27 AM 9:42


SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

First--That BMR Investments G.P., Inc., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Certificate of Incorporation, at the City of Orange Park, County of Clay, State of Florida, has named Michael W. Fisher, located at 1 Independent Drive, Suite 2600, at the City of Jacksonville, County of Duval, State of Florida, as its agent to accept service of process within this State.

ACKNOWLEDGMENT: (MUST BE DESIGNATED AGENT)

Having been named to accept service of process for the above-stated corporation, at the 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.



Michael W. Fisher
(Resident Agent)