

DEC-30-1996

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EMPIRE CORPORATE KIT

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FLORIDA DIVISION OF CORPORATIONS
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FROM: EMPIRE CORPORATE KIT COMPANY
CONTACT: RAY STORMONT
PHONE: (305)541-3694

ACCT#: 072450003255

FAX #: (305)541-3770

NAME: BTS STRATEGIES, INC.

AUDIT NUMBER.....H96000018176

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

PAGES..... 6

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TALLAHASSEE, FLORIDA**ARTICLES OF INCORPORATION
OF****BTS STRATEGIES, INC.**

The undersigned subscribers of these Articles of Incorporation, each a natural person competent to contract, hereby associate themselves together to form a corporation under the laws of the State of Florida.

ARTICLE I

The name of the corporation is: **BTS STRATEGIES, INC.**

ARTICLE II

The general nature of the business to be transacted by this corporation is to manufacture, purchase, sell, assign, transfer, or otherwise dispose of; and invest in, trade in, deal in and with goods, wares, merchandise, real and personal property, and services of every class, kind and description, except that it is not to conduct a banking, safe deposit, trust, insurance, surety, express, railroad, canal, telegraph or cemetery company; a building and loan association, mutual fire insurance association, a cooperative association, fraternal benefit society, state fair or exposition.

This Instrument Prepared By:

SUSAN H. MAUBER, ESQ.
Florida Bar No. 138451
Panza, Maurer, Maynard & Noel, P.A.
3600 North Federal Highway, 3rd Floor
Fort Lauderdale, FL 33308
(954) 390-0100

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ARTICLE III

The maximum number of shares that this corporation is authorized to have outstanding at any one time is 300 shares at \$1.00 per value. The consideration to be paid for each share shall be fixed by the Board of Directors.

ARTICLE IV

The address of the principal office of this corporation shall be:
Marcus Centre Bldg., 2nd Floor, Suite 216, 9900 S.W. 77th Avenue, Miami, Florida 33156

ARTICLE V

The amount of capital with which this corporation will begin business is not less than \$300.00.

ARTICLE VI

This corporation is to exist perpetually.

ARTICLE VII

Pursuant to 607.0501, Florida Statutes, the registered office of this corporation in the State of Florida and the Registered Agent in the State of Florida shall be SUSAN H. MAURER, ESQ., 3690 North Federal Highway, 3rd Floor, Fort Lauderdale, Florida 33308.

ARTICLE VIII

This corporation shall have two directors, initially. The number of directors may be increased or diminished from time to time by the by-laws adopted by the stockholders.

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ARTICLE IX

The names and post office addresses of the member of the first Board of Directors, and the Chairman of the Board, President, Vice Presidents, and Secretary/Treasurer are:

NAME	ADDRESS	OFFICE
Steven M. Polkowsky	11800 S.W. 80th Road Miami, Florida 33156	President Vice President Secretary Treasurer

ARTICLE X

The names and post office addresses of the subscribers of these Articles of Incorporation, the number of shares of stock each agrees to take and the value of consideration is:

NAME	ADDRESS	NUMBER OF SHARES	CONSIDERATION
Susan H. Maurer	3600 N. Federal Highway 3rd Floor Fort Lauderdale, FL 33308	150	\$150.00
William D. Rubin	The Rubin Group 110 S.E. 6th Street Suite 1930 Fort Lauderdale, FL 33301	150	\$150.00

In accordance with Florida Statute 607.77, it is expressly provided herein that the shareholders of this corporation shall have pre-emptive rights in any new stock of the same kind, class or series as that which they already hold and they shall have the right to purchase their pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which is offered to others, which price, in the case of par value shares, may be in excess of par.

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Susan Macvite Moore to me known, or has produced _____
 as identification to be the persons described as the subscribers in, and who executed the foregoing
 Articles of Incorporation, acknowledged before me that they subscribed to those Articles of
 Incorporation.

WITNESS my hand and seal this 30 day of December, 1996.



RENEE PEREZ
 My Commission C03487012
 Expires May 01, 1998
 Bonded by HAI
 800-453-1808

Renee Perez
 NOTARY PUBLIC

RENEE PEREZ
 Print Name

My commission expires:

96 DEC 31 AM 11:21
 SEE FLORIDA

William D. Rubin
 WILLIAM D. RUBIN

STATE OF FLORIDA)
) ss.
 COUNTY OF Broward)

I HEREBY CERTIFY that on this day before me, a Notary Public duly authorized in the
 State and County named above to take acknowledgments, personally appeared
William D. Rubin to me known, or has produced _____
 as identification to be the persons described as the subscribers in, and who executed the foregoing
 Articles of Incorporation, acknowledged before me that they subscribed to those Articles of
 Incorporation.

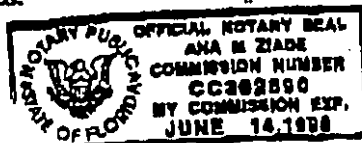
WITNESS my hand and seal this 30th day of December, 1996.

Ava M. Ziadie
 NOTARY PUBLIC

Ava M. Ziadie
 Print Name

My commission expires:

12100000-0000000-000



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