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NAME: BTS STRATEGIES, INC.

AUDIT NUMBER.....H96000018176

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

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**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:

**SUEAN H. MAURER, ESQ.**  
Florida Bar No. 138351  
Parras, Maurer, Maynard & Neal, 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 par 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. MAUREN, ESQ., 3600 North Federal Highway, 3rd Floor, East 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:

<b>NAME</b>	<b>ADDRESS</b>	<b>OFFICE</b>
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:

<b>NAME</b>	<b>ADDRESS</b>	<b>NUMBER OF</b>	
		<b>SHARES</b>	<b>CONSIDERATION</b>
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 1950 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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ARTICLE XI

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at the stockholders meeting by the unanimous vote of the stockholders entitled to vote thereon.

ARTICLE XII

It is the intention of this Charter that the directors shall sell the capital stock of this corporation in accordance with the conditions of Section 1242-1244, inclusive, of the Internal Revenue Code.

ARTICLE XIII

Pursuant to Fla. Stat. 607.0721, at all elections of directors of this corporation, each shareholder shall be entitled to as many votes as shall equal the number of votes which (except for these provisions as to cumulative voting) he would be entitled to cast for the election of directors with respect to his shares multiplied by the number of directors to be elected, and he may cast all such votes for a single director, or may distribute them among the number to be voted for, or any two or more of them, as he may see fit.

  
\_\_\_\_\_  
SUSAN H. MAURER

STATE OF FLORIDA            )  
                                  )    ss.  
COUNTY OF *Travis*        )

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

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Susan Horvitz Mauer 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 C0417012  
Expires May, 01, 1998  
Bonded by F&I  
800-433-1053

Renee Perez  
NOTARY PUBLIC

RENEE PEREZ  
Print Name

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TALLAHASSEE, FLORIDA

My commission expires:

William D. Rubin  
WILLIAM D. RUBIN

STATE OF FLORIDA )  
COUNTY OF Brevard ) ss.

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.

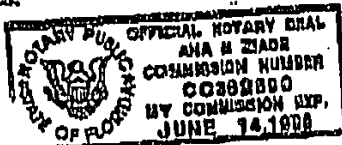
WITNESS my hand and seal this 30<sup>th</sup> day of December, 1996.

Ava M. Ziade  
NOTARY PUBLIC

Ava M. Ziade  
Print Name

My commission expires:

MYCOMEX000971.070



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