

P97000003848

TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4001

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

ACCT#: 072450003255

FAX #: (305)541-3770

NAME: CDP INCORPORATED

AUDIT NUMBER.....H97000000480

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

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FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

January 9, 1997

EMPIRE

SUBJECT: CDP INCORPORATED
REF: W97000000601

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name DOES NOT constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

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CONFLICTS WITH CDP COMPANY, V66422, FILED 09/24/92, APALACHICOLA, FL

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If you have any questions concerning the filing of your document, please call (904) 487-6933.

Dana Calloway
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EMPIRE CORPORATE KIT

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**ARTICLES OF INCORPORATION
OF
BPCA INCORPORATED**

ARTICLE I - NAME

The name of the corporation is BPCA INCORPORATED.

ARTICLE II - ADDRESS

The principal office or mailing address of this corporation shall be located at:

BPCA INCORPORATED
4031 Cocoa Plum Circle
Coconut Creek, Florida 33063

ARTICLE III - DURATION

This corporation shall exist in perpetuity.

ARTICLE IV - PURPOSE

This corporation is organized for the purpose of engaging in any activities or business permitted under the laws of the United States and Florida.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 4031 Cocoa Plum Circle, Coconut Creek, Florida 33063 and the name of the registered agent of this corporation is Bart Prince, 4031 Cocoa Plum Circle, Coconut Creek, Florida 33063.

ARTICLE VI - CAPITAL STOCK

This corporation is authorized to issue 100 (One Hundred) shares of \$1.00 (One Dollar) per value common stock which shall be designated "Common Shares."

This instrument prepared by:
Andrew S. Yagoda, Esq.
HALEY, SINAGRA & PEREZ, P.A.
100 S. Biscayne Blvd., Suite 600
Miami, Florida 33131
(305) 374-1300
Fla. Bar Number 88897

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ARTICLE VII - INITIAL BOARD OF DIRECTORS H97000000480

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

President and Director: Bart Prince
4031 Cocoa Plum Circle
Coconut Creek, Florida 33063

ARTICLE VIII - INCORPORATOR

The name and address of the person signing these Articles is:

Bart Prince
4031 Cocoa Plum Circle
Coconut Creek, Florida 33063

ARTICLE IX - BY-LAWS

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors.

ARTICLE X - POWERS

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

ARTICLE XI - INDEMNIFICATION

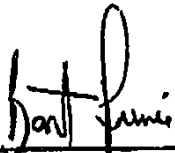
This corporation shall indemnify any former officer or director, to the full extent permitted by law.

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ARTICLE XII - AMENDMENTS

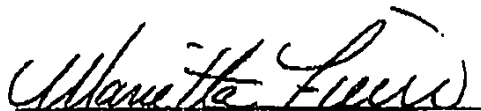
This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscribed has executed these Articles of Incorporation this 8th day of January, 1997.


Bart Prince

STATE OF FLORIDA)
) SS
COUNTY OF BROWARD)

The foregoing instrument was acknowledged before me this 8th day of January, 1997, by BART PRINCE, who is personally known to me or who has produced _____ as identification to be the individual described in and who executed the foregoing instrument as subscribed hereto.


Notary Public - State of Florida
Printed Name:

My commission expires:

OFFICIAL NOTARY SEAL MARIETTA FIERRO NOTARY PUBLIC STATE OF FLORIDA COMMISSION NO. CC427568 MY COMMISSION EXP. DEC. 18, 1998
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DESIGNATION OF REGISTERED AGENT

Pursuant to Florida Statutes §§ 48.091 and 607.0501, the following is submitted in compliance with those statutory provisions and made a part of the corporations Articles of Incorporation.

BPCA INCORPORATED, desiring to organize under the Laws of the State of Florida, with its registered office and agent as indicated in the Articles of Incorporation, has named Bart Prince, 4031 Cocoa Plum Circle, Coconut Creek, Florida 33063 as its Registered Agent to accept service of process within this State.

Acceptance of appointment as
Registered Agent

By: Bart Prince

Bart Prince

This instrument prepared by:

Andrew S. Yagoda, Esq.
HALEY, SINAGRA & PEREZ, P.A.
100 S. Biscayne Blvd.
Suite 800
Miami, Florida 33131
Fla. Bar Number 88897

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