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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: BFL INCORPORATED

AUDIT NUMBER.....H97000003988

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

CERT. OF STATUS..0

PAGES..... 5

CERT. COPIES.....1

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Ray  
3/11/97

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ARTICLES OF INCORPORATION

OF

BFL INCORPORATED

ARTICLE I.

The name of this Corporation is:

BFL INCORPORATED, a Florida Corporation

ARTICLE II.

This Corporation shall exist in perpetuity commencing on the date of execution and acknowledgment of these Articles of Incorporation.

ARTICLE III.

The Corporation may engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV.

This Corporation is authorized to issue 10,000 shares of \$1.00 par value common stock which shall be designated as "Common Shares."

ARTICLE V.

In the event of any voluntary or involuntary liquidation, dissolution or winding up of this Corporation the assets of the Corporation shall be payable to and distributed ratably among the holders of record of the Common Shares.

ARTICLE VI.

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 VII.

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.

This instrument prepared by:

Mark B. Goldstein, Esquire

Mark B. Goldstein, P.A.

1000 South Federal Highway, #201

Fort Lauderdale, Florida 33316

(954) 761-2810

FBN.705276

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ARTICLE VIII.

The street address of the initial registered office of this Corporation is: 1000 S. Federal Highway, Suite 201, Fort Lauderdale, Florida 33316, and the name of the initial registered agent of this Corporation at that address is: Mark B. Goldstein, and the principal place of business of the corporation is 9841 Arbor Oaks Lane, Suite 305, Boca Raton, Palm Beach County, Florida 33428.

ARTICLE IX.

This Corporation shall have Three (3) Directors initially. 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 (1). The names and address of the initial Director of this Corporation is:

BRETT BORGERSEN  
9841 ARBOR OAKS LANE, SUITE 305  
BOCA RATON, PALM BEACH COUNTY, FLORIDA 33428

LEONA GROBER  
9841 ARBOR OAKS LANE, SUITE 305  
BOCA RATON, PALM BEACH COUNTY, FLORIDA 33428

MARK B. GOLDSTEIN  
1000 S. FEDERAL HIGHWAY, SUITE 201  
FORT LAUDERDALE, BROWARD COUNTY, FLORIDA 33316.

ARTICLE X.

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

MARK B. GOLDSTEIN  
1000 S. FEDERAL HIGHWAY, SUITE 201  
FORT LAUDERDALE, FLORIDA 33316

ARTICLE XI.

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

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 5th day of March, 1997.

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BFL INCORPORATED,  
a Florida Corporation



BY:   
MARK B. GOLDSTEIN, Incorporator

STATE OF FLORIDA )

COUNTY OF BROWARD )

I HEREBY CERTIFY on this day, before me, an officer duly authorized to administer oaths and to take acknowledgments, personally appeared MARK B. GOLDSTEIN, known to me to be the person described in and who executed the foregoing instrument, who acknowledged before me that he executed the same, that I relied upon the following form of identification of the above-named person; i.e., Florida Drivers License and that an oath was not taken.

WITNESS my hand and official seal, this 5th day of March, 1997, in the County and State aforesaid.

  
PRINT NAME: ANGELA WARSHEFSKI  
NOTARY PUBLIC, STATE OF FLORIDA  
My commission expires:  
Commission No:  ANGELA CATHERINE WARSHEFSKI  
My Commission CC528542  
Expires Jan. 29, 2000

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**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE  
SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT  
UPON WHOM PROCESS MAY BE SERVED.**


IN PURSUANCE OF CHAPTER 607.34, FLORIDA STATUTES, THE FOLLOWING  
IS SUBMITTED IN COMPLIANCE WITH SAID ACT:

FIRST THAT BFL INCORPORATED, A FLORIDA CORPORATION DESIRING TO  
ORGANIZE UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL  
OFFICE, AS INDICATED IN THE ARTICLES OF INCORPORATION AT 9841 ARBOR  
OAKS LANE, SUITE 305, BOCA RATON, PALM BEACH COUNTY, FLORIDA 33428  
HAS NAMED MARK B. GOLDSTEIN, LOCATED AT 1000 S. FEDERAL HIGHWAY,  
SUITE 201, FORT LAUDERDALE, BROWARD COUNTY, FLORIDA 33316, AS ITS  
AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

BFL INCORPORATED,  
a Florida Corporation

BY:   
MARK-B. GOLDSTEIN, INCORPORATOR

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE  
ABOVE-STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS  
CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND FURTHER  
AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE  
PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.

By:   
MARK B. GOLDSTEIN

Dated: 3/5/97

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STATE OF FLORIDA )

COUNTY OF BROWARD )

I HEREBY CERTIFY on this day, before me, an officer duly authorized to administer oaths and to take acknowledgments, personally appeared MARK B. GOLDSTEIN, known to me to be the person described in and who executed the foregoing instrument, who acknowledged before me that he executed the same, that I relied upon the following form of identification of the above-named person; Florida Drivers License and that an oath was not taken.

WITNESS my hand and official seal, this 5th day of March, 1997, in the County and State aforesaid.

*Angela W. Wards*  
PRINT NAME: ANGELA WARD  
NOTARY PUBLIC, STATE OF FLORIDA  
My commission expires: Jan. 29, 2000  
Commission No: CC82842  
 ANGELA CATHERINE WARD  
My Commission CC82842  
Expires Jan. 29, 2000

This instrument prepared by:  
Mark B. Goldstein, Esquire  
Mark B. Goldstein, P.A.  
1000 South Federal Highway, #201  
Fort Lauderdale, Florida 33316

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