



THE UNITED STATES
CORPORATION
COMPANY

P97000022814

ACCOUNT NO. : 072100000032

REFERENCE : 291862 4307494

AUTHORIZATION :

Patricia Pyske

COST LIMIT : \$ 70.00

ORDER DATE : March 12, 1997

ORDER TIME : 9:28 AM

ORDER NO. : 291862-005

CUSTOMER NO: 4307494

CUSTOMER: Eli Schoenfield, Esq
KAY COLLYER & BOOSE

One Dag Hammarskjold Plaza

New York, NY 10017

DOMESTIC FILING

NAME: BHI MANAGEMENT, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Warren Whittaker

EXAMINER'S INITIALS:

K.R.

MAR 13 1997

FILED
97 MAR 13 AM 11:26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
97 MAR 13 AM 9:50
DIVISION OF CORPORATION

ARTICLES OF INCORPORATION
OF
BHI MANAGEMENT, INC.

FILED
97 MAR 13 AM 11:26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, being an individual, does hereby act as incorporator in adopting the following Articles of Incorporation for the purpose of organizing a corporation for profit, pursuant to the provisions of the Florida Business Corporation Act.

FIRST: The corporate name for the corporation (hereinafter called the "Corporation") is BHI Management, Inc.

SECOND: The street address of the principal office of the Corporation is 1217 SW. 1st Avenue, Fort Lauderdale, FL 33315. The mailing address, of the Corporation is 1217 SW. 1st Avenue, Fort Lauderdale, FL 33315.

THIRD: The number of shares that the Corporation is authorized to issue is 1,000, all of which are of a par value of \$1.00 each and are of the same class and are common shares.

FOURTH: The street address of the initial registered office of the Corporation in the State of Florida is c/o Corporation Service Company, 1201 Hays Street, Tallahassee, Florida 32301. The name of the initial registered agent of the Corporation at the said registered address is Corporation Service Company. The

written acceptance of the said initial registered agent, as required by the provisions of Section 607.0501(3) of the Florida Business Corporation Act, is set forth following the signature of the incorporator and is made a part of these Articles of Incorporation.

FIFTH: The name and address of the incorporator are: Eli D. Schoenfield, c/o Kay, Collyer & Boose, One Dag Hammarskjold Plaza, New York, New York 10017.

SIXTH: No holder of any of the shares of any class of the Corporation shall be entitled as of right to subscribe for, purchase, or otherwise acquire any shares of any class of the Corporation which the Corporation proposes to issue or any rights or options which the Corporation proposes to grant for the purchase of shares of any class of the Corporation or for the purchase of any shares, bonds, securities, or obligations of the Corporation which are convertible into or exchangeable for, or which carry any rights to subscribe for, purchase, or otherwise acquire shares of any class of the Corporation; and any and all of such shares, bonds, securities or obligations of the Corporation, whether now or hereafter authorized or created, may be issued, or may be reissued if the same had been reacquired and if their reissue is not prohibited, and any and all of such rights and options may be granted by the board of directors to such individuals and entities, and for such lawful consideration, and on such terms, as the board

of directors in its discretion may determine, without first offering the same, or any thereof, to any said holder.

SEVENTH: The purposes for which the Corporation is organized, shall be to engage in any lawful business for which corporations may be organized under the Florida Business Corporation Act, and to have all of the general powers granted to corporations organized under the Florida Business Corporation Act, whether granted by specific statutory authority or by construction of law.

EIGHTH: The duration of the Corporation shall be perpetual.

NINTH: The Corporation shall to the fullest extent permitted by the provisions of the Florida Business Corporation Act, as the same may be amended and supplemented, indemnify any and all persons whom it shall have power to indemnify under said provisions from and against any and all expenses, liabilities, or other matters referred to in or covered by said provisions, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any by-law, vote of shareholders or disinterested directors, or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer,

employee, or agent and shall enure to the benefit of the heirs, executors, and administrators of such a person.

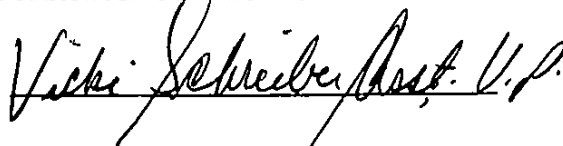
TENTH: Whenever the Corporation shall be engaged in the business of exploiting natural resources or other wasting assets, distributions may be paid in cash out of depletion or similar reserves at the discretion of the board of directors and in conformity with the provisions of the Florida Business Corporation Act.

Signed on March 12, 1997


ELI D. SCHOENFIELD, Incorporator

Having been named as registered agent and to accept service of process for the above named corporation at the place designated in these Articles of Incorporation, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

CORPORATION SERVICE COMPANY

By:  V.P.

Date: March 12, 1997

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SEAL OF THE STATE
TALLAHASSEE, FLORIDA