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April 14, 1997

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Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

RE: BSI PHOENIX CORPORATION

Gentlemen:

Enclosed please find the original and one (1) copy of the Articles of Incorporation for BSI PHOENIX CORPORATION. Also enclosed is our check in the amount of \$122.50 representing the filing fee.

Upon filing of the Articles, please return the copy of the Articles of Incorporation, together with your Certificate of Incorporation to our office.

In the event you have any questions, please advise.

Very truly yours,

JACK B. SPIRA

EFFECTIVE DATE
4-15-97

Enclosure

JBS/amw

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 APR 21 AM 7:43

DOE 4/24

EFFECTIVE DATE
4-15-97

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 APR 21 AM 7:43

**ARTICLES OF INCORPORATION
OF
BSI PHOENIX CORPORATION**

THE UNDERSIGNED, subscriber to these Articles of Incorporation, natural persons, competent to contract, join together to form a corporation under the laws of the State of Florida; and further agree to the following conditions of said corporation.

ARTICLE I - NAME

The name of this corporation is: BSI PHOENIX CORPORATION.

ARTICLE II - DURATION

This corporation shall have perpetual existence commencing with the date of acknowledgment of these Articles.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE IV - AUTHORIZED STOCK

The corporation is authorized to issue 1000 shares of common stock, having a par value of \$1.00 per share.

No shareholder shall divest himself of any of the shares without first giving the other shareholders the opportunity to purchase the shares of stock to be sold. Other shareholders shall have thirty (30) days from the date of said offer to reject or purchase the shares offered for sale.

ARTICLE V - VOTING RIGHTS

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 VI - INITIAL PRINCIPAL OFFICE AND AGENT

The street address of the initial principal office of this corporation is: 5200 Babcock Street NE, Suite 112, Palm Bay, Florida 32905.

The name and address of the initial registered agent of this corporation is: Donald Bittar, 5200 Babcock Street NE, Suite 112, Palm Bay, Florida 32905.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have three one (1) Director initially. The number of Directors may either be increased or diminished from time to time by the By-Laws. The name and address of the initial Director of the corporation is:

<u>NAME</u>	<u>ADDRESS</u>
Donald Bittar	5200 Babcock Street NE Palm Bay, Florida 32905

ARTICLE VIII

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

<u>NAME</u>	<u>ADDRESS</u>
Donald Bittar	5200 Babcock Street NE Palm Bay, Florida 32905

ARTICLE IX

The officers of the corporation shall be a President, Secretary and Treasurer, and such other officers as may be provided for by the By-Laws.

The names of the persons who are to serve as officers of the corporation until the first meeting of the Board of Directors are:

President	-	Donald Bittar
Treasurer	-	Donald Bittar
Secretary	-	Donald Bittar

The officers shall be elected at the annual meeting of the Board of Directors, or as provided in the By-Laws.

ARTICLE X - BY-LAWS

Section 1. The Board of Directors of this corporation may provide such By-Laws for the conduct of its business and the carrying out of its purposes as they may deem necessary from time to time.

Section 2. Upon proper notice the By-Laws may be amended, altered or rescinded by a majority vote of those members of the Board of Directors at any regular meeting or any special meeting called for that purpose.

ARTICLE XI - RESTRICTION OR TRANSFER OF STOCK

Shares of capital stock of this corporation shall be issued to the following persons and in the amount set opposite their names:

Donald Bittar - 1000 shares

The terms, agreements and times for offering or acceptance for the sale of such shares shall be more specifically defined in the By-Laws of the Corporation.

ARTICLE XII - MANAGEMENT OF THE CORPORATION BY THE SHAREHOLDERS

All management powers shall be exercised by or under the authority of and the business and affairs of this corporation shall be managed under the direction of the shareholders of this corporation.


IN WITNESS WHEREOF, the undersigned subscribing incorporator has executed the Articles of Incorporation, this 15th day of April, 1997


DONALD BITTAR

STATE OF FLORIDA
COUNTY OF BREVARD

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the aforementioned State and County to take acknowledgments and administer oaths, personally appeared, DONALD BITTAR, who is personally known to me to me known to be the persons described in and executed the foregoing Articles of Incorporation and he acknowledged before me that he executed same.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal this 15th day of April, 1997.


AMY M. WILES
NOTARY PUBLIC

My commission expires: 4/26/97
My commission number: CC280190



DESIGNATION OF REGISTERED AGENT


I HEREBY ACCEPT the designation as Registered Agent of this corporation.


DONALD BITTAR

STATE OF FLORIDA
COUNTY OF BREVARD

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the aforementioned State and County to take acknowledgments and administer oaths, personally appeared, DONALD BITTAR, who is personally known to me to me known to be the persons described in and executed the foregoing Articles of Incorporation and he acknowledged before me that he executed same.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal this 15th day of April, 1997.


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