

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870

Mailing Address: Post Office Box 10349, Tallahassee, FL 32302

TOLL FREE No. 1-800-342-8062

FAX (904) 222-1222

NAME _____

FIRM _____

ADDRESS _____

PHONE () _____

Service: Top Priority _____ Regular _____
One Day Service Two Day Service

To us via _____ Return via _____

Matter No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

REQUEST TAKEN CONFIRMED APPROVED

DATE 5-16-97

TIME 9:36 CK No. _____

BY CFB

WALK-IN

Will Pick Up _____

RE: BBC Capital, Inc.

C. FEE DISBURSED

Cred. Express

of Inc. File

Corp. Record Search

Ltd. Partnership File

Foreign Corp. File

Cert. Copy(s)

Art. of Amend. File

Dissolution/Withdrawal

C U S -

Fictitious Name File

Name Reservation

Annual Report/Reinstatement

Reg. Agent Service

Document Filing

Corporate Kit

Vehicle Search

Driving Record

Document Retrieval

UCC 1 or 3 File

UCC 11 Search

UCC 11 Retrieval

File No.'s, Copies

Courier Service

Shipping/Handling

Phone ()

Top Priority

Express Mail Prep.

FAX () pgs.

SUBTOTALS

FEE..... \$

DISBURSED..... \$

SURCHARGE..... \$

TAX on corporate supplies..... \$

SUBTOTAL..... \$

PREPAID..... \$

BALANCE DUE..... \$

Please remit invoice number with payment
TERMS: NET 10 DAYS FROM INVOICE DATE
1 1/2% per month on Past Due Amounts
Past 30 Days, 18% per AnnumTHANK YOU
from
Your Capital Connection

ARTICLES OF INCORPORATION

OF

BBC Capital, Inc.

FILED
97 MAY -6 PM 12:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purposes of forming a corporation under Section 607.0202 of the Florida Business Corporation Act, does hereby certify as follows:

ARTICLE I

Corporate Name and Address

EFFECTIVE DATE
5-5-97

The name of the Corporation is BBC Capital, Inc., and the street address of the Corporation is 2054 Trade Center Way, Naples, Florida 34109.

ARTICLE II

Corporate Purposes

The Corporation is organized to transact any and all lawful business authorized by the Florida Business Corporation Act.

ARTICLE III

Authorized Stock

The aggregate number of shares of the Corporation shall be 10,000, all of which are to be voting common stock having a par value of Fifty Cents (\$.50) per share.

ARTICLE IV

Registered Office and Registered Agent

The street address of the initial registered office of the Corporation in the State of Florida shall be 8889 Pelican Bay Boulevard, Suite 300, Naples, Florida 34108. The name of the initial registered agent of the Corporation at the registered office shall be Thomas B. Garlick.

ARTICLE V

Initial Board of Directors

The initial Board of Directors of the Corporation shall be comprised of three (3) persons.

The names and addresses of the initial Directors are as follows:

Timothy P. Byal
2054 Trade Center Way
Naples, Florida 34109

John A. Cervieri, Jr.
580 Ocean Road
Narragansett, Rhode Island 02882

G. Peter Bidstrup
7511 Eucalyptus Drive
Paradise Valley, Arizona 85253

ARTICLE VI

Incorporator

The name and address of the Incorporator of the Corporation is:

Timothy P. Byal
2054 Trade Center Way
Naples, Florida 34109

ARTICLE VII

Commencement of Existence

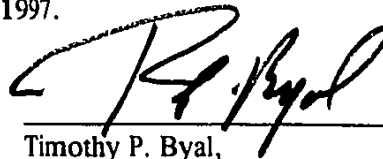
The Corporation shall be deemed to commence on the date of execution of Articles of Incorporation.

ARTICLE VIII

Duration

The term of existence of the Corporation is perpetual.

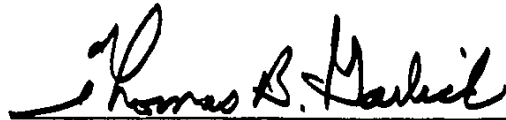
IN WITNESS WHEREOF, the undersigned, as Incorporator, has executed the foregoing
Articles of Incorporation this 5th day of May, 1997.



Timothy P. Byal,
Incorporator

STATE OF FLORIDA
COUNTY OF COLLIER

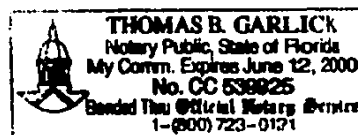
The foregoing instrument was acknowledged before me this 5th day of May, 1997, by
Timothy P. Byal, who is personally known to me ~~or who has produced~~
as identification.



Notary Public

THOMAS B. GARLICK

Printed Name

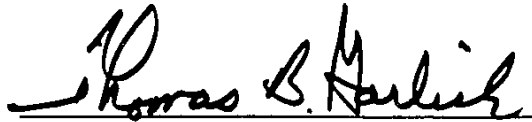


ACCEPTANCE OF REGISTERED AGENT

FOR

BBC Capital, Inc.

I, Thomas B. Garlick, having signed the within as registered agent of BBC Capital, Inc., (the "Corporation") at the registered address of 8889 Pelican Bay Boulevard, Suite 300, Naples, Florida 34108, do hereby agree as registered agent to accept service of process, to keep an office of the Corporation open during the prescribed hours, and to post my name, and that any officer of the Corporation authorized to accept service of process at the above Florida designated address, in some conspicuous place in the office of the Corporation as required by law.



Thomas B. Garlick,
REGISTERED AGENT

FILED
97 MAY -6 PM 12:30
STATE OF FLORIDA
TALLAHASSEE