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TRANSMITTAL LETTER

FILED
97 MAY 23 AM 8:23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

SUBJECT: SUMMIT GROUP/BBC INC.

600002189996--2
-05/23/97--01086--001
****131.25 ****131.25

Enclosed is an original and one (1) copy of the articles of incorporation and a check for:

| | | | |
|---------------|-----------------------------|--------------------------------|--|
| _____ \$70.00 | _____ \$78.75 | _____ \$122.50 | <u>X</u> \$131.25 |
| Filing Fee | Filing Fee & Certificate | Filing Fee & Certified Copy | Filing Fee, Certified Copy & Certificate |

FROM: THEODORE F. BERGHAUS
3515 WASHINGTON ROAD
WEST PALM BEACH, FL 33405
(561) 833 - 0614

mc 5/27/97

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**SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

**ARTICLES OF INCORPORATION
of
SUMMIT GROUP/BBC INC.**

The undersigned person(s), acting as incorporator(s), for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles of Incorporation:

**ARTICLE I
CORPORATE NAME**

The name of this corporation is SUMMIT GROUP/BBC INC.

**ARTICLE II
PRINCIPAL OFFICE**

The principal place of business and mailing address of this corporation shall be:
3515 WASHINGTON ROAD
WEST PALM BEACH, FLORIDA 33405

**ARTICLE III
SHARES**

The total number of shares which the corporation shall have authority to issue is 500 shares of no par value stock.

**ARTICLE IV
REGISTERED OFFICE AND AGENT**

The street address of the corporation's initial registered office and the name of its initial registered agent at such address is:

THEODORE F. BERGHAUS
3515 WASHINGTON ROAD
PALM BEACH COUNTY
WEST PALM BEACH, FLORIDA 33405

**ARTICLE V
INCORPORATOR(S)**

The names(s) and street address(es) of the incorporator(s) to these Articles of Incorporation is(are):

THEODORE F. BERGHAUS
3515 WASHINGTON ROAD
WEST PALM BEACH, FLORIDA 33405

**ARTICLE VI
DIRECTORS**

The names and residence addresses of the persons constituting the initial board of directors are:

THEODORE F. BERGHAUS
3515 WASHINGTON ROAD
WEST PALM BEACH, FL 33405

After the initial board of directors, the board shall consist of such number of directors as shall be determined by the shareholders from time to time at each annual meeting at which directors are to be elected.

The directors shall be divided into 1 classes, the number of directors to be allocated to each class to be as nearly equal as possible and with the term of office in one class expiring each year after the initial annual meeting of shareholders.

**ARTICLE VII
LIABILITY OF DIRECTORS**

To the fullest extent permitted by law, no director of this corporation shall be personally liable to the corporation or its shareholders for monetary damages for breach of any duty owed to the corporation or its shareholders, except that a director may be held personally liable for (i) breaches of the duty of loyalty, (ii) acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) declaration of unlawful dividends or unlawful stock repurchases or redemptions, or (iv) a transaction from which the director derives an improper personal benefit.

Any director or officer who is involved in litigation or other proceeding by reason of his or her position as a director or officer of this corporation shall be indemnified and held harmless by the corporation to the fullest extent permitted by law.

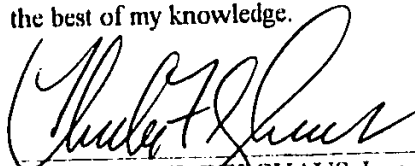
ARTICLE VIII
OTHER PROVISIONS

Corporate Seal. The corporation shall have a corporate seal, which shall be affixed to all deeds, mortgages, and other instruments affecting or relating to real estate.

Execution of Written Instruments. All instruments that are executed on behalf of the corporation which are acknowledged and which affect an interest in real estate shall be executed by the President or any Vice-President and the Secretary or Treasurer. All other instruments executed by the corporation, including a release of mortgage or lien, may be executed by the President or Vice-President. Notwithstanding the preceding provisions of this section, any written instrument may be executed by any officer(s) or agent(s) that are specifically designated by resolution of the board of directors.

Certification

I certify that I have read the above Articles of Incorporation and that they are true and correct to the best of my knowledge.



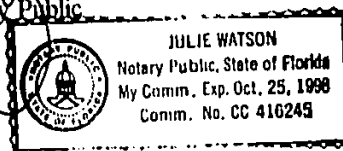
THEODORE F. BERGHAUS, Incorporator
3515 WASHINGTON ROAD
WEST PALM BEACH, FL 33405

State of Florida, County of PALM BEACH, ss:

Subscribed and sworn to (or affirmed) before me this 21st day of May, 1997.



Notary Public



**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**


**PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES,
THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE
STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING
THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.**

- 1. The name of the corporation is: SUMMIT GROUP/BBC INC.**
- 2. The name and address of the registered agent and office is:**

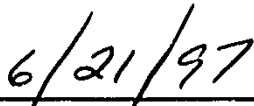
**THEODORE F. BERGHAUS
3515 WASHINGTON ROAD
WEST PALM BEACH, FLORIDA 33405**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

*Having been named as registered agent and to accept service of process for the
above stated corporation at the place designated in this certificate, 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.*



(Signature)



(Date)