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FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4001

FROM: CORPORATE CREATIONS INTERNATIONAL INC.

ACCT#: 073171003004

CONTACT: ~~JOHN C. RODRIGUEZ~~ *Brim Fairs*

PHONE: (305)672-0686

FAX #: (305)672-9110

NAME: BH GROUP, INC.

AUDIT NUMBER.....H97000009425

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

CERT. OF STATUS..1

PAGES..... 4

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ARTICLES OF INCORPORATION

Article I. Name

The name of this Florida corporation is:
BH Group, Inc.

Article II. Address

The mailing address of the Corporation is:
BH Group, Inc.
100 Lincoln Road, #1020
Miami Beach FL 33139

Article III. Registered Agent

The name and address of the registered agent of the Corporation is:
Frances Sosa, Esquire
5200 Blue Lagoon Drive, Suite 600
Miami FL 33126

Article IV. Board of Directors

The name of each member of the Corporation's Board of Directors is:
Conrado Castiglioni

The affairs of the Corporation shall be managed by a Board of Directors consisting of no less than one director. The number of directors may be increased or decreased from time to time in accordance with the Bylaws of the Corporation. The election of directors shall be done in accordance with the Bylaws. The directors shall be protected from personal liability to the fullest extent permitted by applicable law.

Frances Sosa | FL Bar Member 911046
Sandler, Travis & Rosenberg, P.A.
5200 Blue Lagoon Drive, Suite 600
Miami FL 33126
305-267-9200

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Article V. Capital Stock

The Corporation shall have the authority to issue 3,000 shares of common stock, par value zero per share.

Article VI. Incorporator

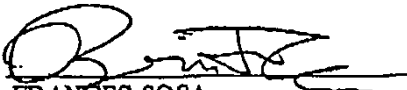
The name and address of the incorporator is:

Frances Sosa
Sandler, Travis & Rosenberg, P.A.
5200 Blue Lagoon Drive, Suite 600
Miami FL 33126

Article VII. Corporate Existence

These Articles of Incorporation shall become effective and the corporate existence will begin on June 9, 1997.

The undersigned incorporator executed these Articles of Incorporation on June 9, 1997.


FRANCES SOSA
Brian R. Fons as attorney-in-fact

Frances Sosa | FL Bar Member 911046
Sandler, Travis & Rosenberg, P.A.
5200 Blue Lagoon Drive, Suite 600
Miami FL 33126
305-267-9200

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**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/OFFICE**

CORPORATION:

BH Group, Inc.

REGISTERED AGENT/OFFICE:

Frances Sosa, Esquire
5200 Blue Lagoon Drive, Suite 600
Miami FL 33126

I agree to act as registered agent to accept service of process for the corporation named above at the place designated in this Certificate. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.



FRANCES SOSA, ESQUIRE
Brian R. Fons as attorney-in-fact

Date: June 9, 1997

Frances Sosa | FL Bar Member 911048
Sandler, Travis & Rosenberg, P.A.
5200 Blue Lagoon Drive, Suite 600
Miami FL 33126
305-267-9200

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