

07/08/97 TUE 17:08 FAX 561 655 5877

GUNSTER YOAKLEY VALDE F

0001

P97000059492

7/08/97

FLORIDA DIVISION OF CORPORATIONS
PUBLIC ACCESS SYSTEM
ELECTRONIC FILING COVER SHEET

5:39 PM

((H97000011197 5))

TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: GUNSTER, YOAKLEY, ETAL. (WEST PALM BEACH) ACCT#: 076117000420

CONTACT: ROSE CARBONE

PHONE: (561)650-0726

FAX #: (561)655-5877

NAME: BIF INVESTMENTS INCORPORATED

AUDIT NUMBER.....H97000011197

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

CERT. OF STATUS..0 PAGES..... 6

CERT. COPIES.....1 DEL.METHOD.. FAX

EST.CHARGE.. \$122.50

NOTE: PLEASE PRINT THIS PAGE AND USE IT AS A COVER SHEET. TYPE THE FAX

AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE DOCUMENT

** ENTER 'M' FOR MENU. **

ENTER SELECTION AND <CR>:

FILED
97 JUL -8 AM 8:35
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

mc 7/9/97

H97000011197

ARTICLES OF INCORPORATION
OF
BIF INVESTMENTS INCORPORATED

Article I

Name

The name of the corporation is BIF Investments Incorporated.

Article II

Duration

The corporation shall have a perpetual existence.

Article III

Purpose

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

Article IV

Address

The principal place of business of the corporation shall be:

777 S. Flagler Drive
8th Floor, West Tower
West Palm Beach, FL 33401

David G. Bates, Esq.
FL BAR #0835451
Gunster, Yoakley, Valdes-Fauli & Stewart, P.A.
777 S. Flagler Dr., Suite 500E
West Palm Beach, FL 33401
(561) 655-1980

H97000011197

FILED
97 JUL -8 AM 8:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

H97000011197

The mailing address of the corporation shall be:

777 S. Flagler Drive
8th Floor, West Tower
West Palm Beach, FL 33401

Article V

Capital Stock

The corporation is authorized to issue One Thousand (1,000) shares of One Cent (\$0.01) par value per share common stock.

Article VI

Initial Registered Office and Agent

The street address of the initial registered office of the corporation is 777 S. Flagler Drive, Suite 500E, West Palm Beach, FL 33401, and the name of the initial registered agent of the corporation at that address is Valdes-Faul Corporate Services, Inc. Pursuant to Florida Statute 607.0501(3), a written acceptance is attached.

Article VII

Initial Board of Directors

The corporation shall have three (3) directors initially. The number of directors may be either increased or decreased from time to time by the Bylaws but shall never be less than one (1). The names and addresses of the initial directors of the corporation are as follows:

H97000011197

Christopher D. Schott P.O. Box 24818
New Orleans, LA 70184

David R. Burrus The Breakers
1 North Breakers Row
Apartment 261
Palm Beach, FL 33480

Judith F. Burrus The Breakers
1 North Breakers Row
Apartment 261
Palm Beach, FL 33480

Article VIII

Incorporator

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

David R. Burrus The Breakers
1 North Breakers Row
Apartment 261
Palm Beach, FL 33480

Article IX

Powers

The corporation shall have all of the corporate powers enumerated in the Florida Business Corporation Act.

Article X

Indemnification

Provided the person proposed to be indemnified is not shown to have not satisfied the requisite standard of conduct for permissive indemnification by a corporation as

H97000011197

specifically set forth in the applicable provisions of the Florida Business Corporation Act (currently, Sections 607.0850(1) and (2) of the Florida Statutes), as may be amended from time to time, the corporation shall indemnify its officers and directors, and may indemnify its employees and agents, from and against any and all of the expenses or liabilities incurred in defending a civil or criminal proceeding, or other matters referred to in or covered by said provisions, including advancement of expenses prior to the final disposition of such proceedings and amounts paid in settlement of such proceedings, both as to action in their official capacity and as to action in any other capacity while an officer, director, employee or other agent. The indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any Bylaw, agreement, vote of shareholders or disinterested directors or otherwise. The indemnification provided herein shall continue as to a person who has ceased to be a director, officer, employee or agent, and shall inure to the benefit of the heirs, the personal and other legal representatives of such person, and an adjudication of liability shall not affect the right to indemnification for those indemnified.

Article XI

Amendment

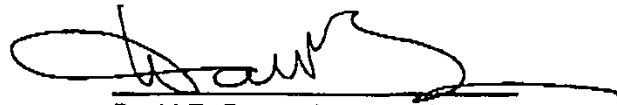
The corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholder(s) is subject to this reservation.

H9700001197

Article XII

Bylaws

The Bylaws may be adopted, altered, amended, or repealed by either the shareholders or the Board of Directors, but the Board of Directors may not amend or repeal any Bylaw adopted by shareholders if the shareholders specifically provide such Bylaw is not subject to amendment or repeal by the directors.

A handwritten signature in black ink, appearing to read "David R. Burrus", written over a horizontal line.

David R. Burrus, Incorporator

DATED: July 8, 1997

H9700001197

H9700001197

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as registered agent for BIF Investments Incorporated, a Florida corporation (the "Corporation"), in the foregoing Articles of Incorporation, I, on behalf of the Corporation, hereby state I am familiar with and agree to accept the duties and responsibilities as registered agent for said Corporation and to comply with any and all Florida Statutes relative to the complete and proper performance of the duties of registered agent.

REGISTERED AGENT:

VALDES-FAULI CORPORATE
SERVICES, INC.

By: 
Michael V. Mitrone, Vice President

283479.1

FILED
97 JUL -8 AM 8:35
SEC. OF STATE
TALLAHASSEE, FLORIDA

H9700001197