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**Murphy Law Firm**

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August 04, 1997

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

RE: B.C. by A.D., Inc.

Dear Sir:

Enclosed please find Articles of Incorporation and Registered Agent for filing, along with our check in amount of \$70.00 filing fee.

Please forward a copy of the filed Articles to me in the envelope provided. Thank you.

Sincerely,



Lin Davis, Paralegal  
to Vincent Murphy

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-08/07/97--01049--005  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

Enclosures

FILED  
97 AUG - 7 PM 3:08  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

9/18-7-97

**ARTICLES OF INCORPORATION  
OF  
B.C. by A.D., Inc.  
\*\*\*\*\***

FILED  
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned incorporator hereby forms a corporation under Chapter 607, Florida Statutes, as follows:

**Article I-Name**

The name of the corporation shall be B.C. by A.D., Inc., and the principal office and the mailing address of the corporation shall be 1000 North Tamiami Trail, #503, Naples, FL 34102.

**Article II-Nature of Business**

The corporation is authorized to conduct any activities as are permitted under applicable Florida Statutes.

**Article III-Capital Stock**

The maximum number of shares that this corporation is authorized to have outstanding at any one time is 1000 shares of common stock with no par value.

**Article IV-Registered Agent**

The street address of the initial registered office of the corporation shall be 1000 North Tamiami Trail, #503, Naples, FL 34102, and the initial registered agent at that address is Jim Davidson.

**Article V-Term of Existence**

This corporation shall exist perpetually.

**Article VI-Directors**

As permitted by Chapter 607.0732, Florida Statutes, there shall be no board of directors of this corporation. All corporate powers shall be exercised by or under the authority of the shareholders, subject to any limitation set forth in these articles of incorporation.

Article VII-Officers

The names and addresses of the initial officers of the corporation, who shall hold office for the first year of the corporation or until their successors are elected or appointed are:

Amy Dyson  
1000 North Tamiami Trail, #503  
Naples, FL 34102

President

Dan Baker  
1000 North Tamiami Trail, #503  
Naples, FL 34102

Secretary/Treasurer

Article VIII-Special Provisions


It is the intent of the corporation to obtain and maintain a tax status as an S corporation under the provisions of the Internal Revenue Code of the United States.

Article IX-Incorporator

The name and street address of the incorporator to these Articles of Incorporation are:

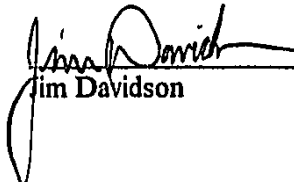
Amy Dyson, 1000 North Tamiami Trail, #503, Naples, FL 34102

IN WITNESS WHEREOF, the undersigned has signed these Articles of Incorporation this 9<sup>th</sup> day of July, 1997.

  
Dan Baker

Acceptance of Registered Agent Designated in Articles of Incorporation

Jim Davidson, having a business address identical to the registered office of the corporation named above, and having been designated as the registered agent in the foregoing Articles of Incorporation, is familiar with and accepts the obligations of the position of registered agent under Chapter 607.0505, Florida Statutes.

  
Jim Davidson

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA