

P97000081346

BC PROPERTIES, INC.  
290 SAN LORENZO, SUITE 200  
CORAL GABLES, FLORIDA 33146

September 12, 1997

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

As incorporator, I submit the enclosed Articles of Incorporation for a new corporation to be named BC PROPERTIES, INC.

A check for \$122.50 is enclosed to cover the charter tax, filing fee, initial registered agent fee and certified copy fee.

Thank you,



Lawrence S. Cohan,  
Incorporator

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-09/18/97--01053--022  
\*\*\*\*122.50 \*\*\*\*122.50

Enclosures.

FILED  
97 SEP 18 AM 10:26  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

B. McKnight SEP 19 1997

FILED  
97 SEP 18 AM 10:26  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION  
OF  
BC PROPERTIES, INC.

I, the undersigned incorporator of this Corporation adopt the following Articles of Incorporation.

ARTICLE I

The name of this Corporation is BC PROPERTIES, INC.

ARTICLE II

The duration of this Corporation shall be perpetual.

ARTICLE III

The general nature of the business to be conducted by this Corporation is to engage in the transaction of all lawful business for which a corporation may be incorporated pursuant to the laws of the State of Florida. Said Corporation shall have all the corporate powers and authority permitted or allowed by the laws of the State of Florida and to carry out the lawful business of the Corporation.

ARTICLE IV

The total number of shares which the Corporation shall have authority to issue is One Thousand (1,000) shares of common stock having a par value of One Dollar (\$1.00) per share, which said capital stock shall be payable in lawful money of the United States of America, or in property, labor or services, at a valuation to be fixed by the Board of Directors, in a manner provided for by statute and the stock issues shall be fully paid and non-assessable.

Every shareholder, upon the sale of any new stock of this Corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

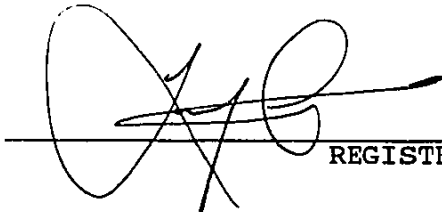
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE V

The initial registered agent and the street address of the initial registered agent of the Corporation is:

LAWRENCE S. COHAN  
290 SAN LORENZO, #200  
CORAL GABLES, FLORIDA 33146

I, LAWRENCE S. COHAN am familiar with and accept the duties and responsibilities as registered agent for said corporation.



REGISTERED AGENT

ARTICLE VI

The names and addresses of the first Board of Directors and Officers of the Corporation, who, subject to the provisions of the Certificate of Incorporation, By-laws of the Corporation, and the laws of the State of Florida, shall hold office for the first year of the existence of the corporation or until their successors are duly elected and qualified, are as follows:

LAWRENCE S. COHAN	PRESIDENT
GUIDO J. BRITO	SECRETARY
GUIDO S. BRITO	TREASURER
LAWRENCE S. COHAN	DIRECTOR
GUIDO S. BRITO	DIRECTOR

ARTICLE VII

The Board of Directors of this Corporation shall conduct the business of the Corporation and shall be responsible for the management of the affairs of the Corporation. All decisions affecting the business or management of the Corporation shall be by simple majority of the Board of Directors.

ARTICLE VIII

The name and address of the incorporator is:

LAWRENCE S. COHAN  
290 SAN LORENZO, #200  
CORAL GABLES, FLORIDA 33146

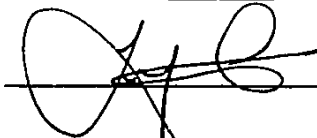
The principal address and registered office address of the Corporation shall be:

290 SAN LORENZO, #200  
CORAL GABLES, FLORIDA 33146

ARTICLE IX

Any director may be counted in determining the existence of a quorum at any meeting of Board of Directors of this Corporation for the purpose of authorizing any such contract of transaction with like force and effect.

Dated this 15<sup>th</sup> day of September 1997.



INCORPORATOR

State of Florida)

) ss.

County of Dade )

I HEREBY CERTIFY that on this day personally appeared before me, LAWRENCE S. COHAN, known to me to be the person described in, and who signed the foregoing Articles of Incorporation as Incorporator, and he acknowledged before me that he signed the same for purposes therein expressed.

WITNESS my hand and official seal this 15<sup>th</sup> day of Sept., 1997  
in the city of Miami, County of Dade, State of Florida.

  
NOTARY PUBLIC



ILEANA F. BERMUDEZ  
My Commission CC404625  
Expires Sep. 11, 1999